



Christchurch BID

Directors Roles & Responsibilities

Introduction

Directors are appointed on a voluntary basis with 14 director's positions on the Board available at any one time. To ensure the smooth running of the Christchurch BID Ltd ("the Company") and the delivery of its projects, directors are positive advocates of the BID process and the proposals of the Christchurch BID as laid out in the Business Plan.

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 BID levy paying businesses, and ensuring the BID performs its role effectively with financial accountability and is not compromised.

The BID's Business Plan is established by consultation with the business rate payers in the BID's area of Christchurch Town Centre and then approved by a ballot of those rate payers for a five-year period.

In this context for the 2021 – 2026 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.

Meeting arrangements and time commitments

Directors usually meet not less than six times per annum throughout the year and usually after working hours (5.30pm onward). 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 Wednesdays at 5.30pm until 7.30m.

Directors may also lead one of a number of subgroups set up to deliver specific projects, usually in an area where they have particular interest or expertise and will keep the main board well-informed on progress. Any projects which fall outside the scope of the Business Plan must be discussed and agreed by the Board before decisions are made.

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.

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.

Accountability

Christchurch BID handles public money and the Company and its

operations are consequently in the public eye. The public has a right to expect the directors of the Company will display high standards of behaviour at all times.

Failure to maintain appropriate standards may result in damage to the reputations of both the Company and the relevant individual. The Code of Conduct is therefore important and should be read carefully.

This Code of Conduct applies to all directors, and some of its requirements, for example the requirement to respect the confidentiality of Company information, will continue to apply after termination of appointment.

Failure to adhere to these principles may in some circumstances constitute a breach of the law and could result in termination of appointment or other sanctions. Directors should therefore minimise the risk to themselves and to the Company at all times and seek appropriate advice where necessary.

Role of the directors

Directors are appointed as directors under the Companies Act 2006, and will be registered as such with Companies House. They shall comply with all conditions of the Companies Act 2006 relevant to their appointment and responsibilities and with the Company's articles of association. They should take steps to ensure they have full knowledge of these requirements.

The Company is a company limited by guarantee meaning that, unless personal guarantees are given in respect of any purchases made by the Company or orders placed by the Company, the personal financial risk for directors is, generally, equivalent to the sum of the £1 guarantee they provide as members of the Company.

The Directors are required oversee the following:

- 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 BID lead, 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.
- 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.

Directors of the Company have several responsibilities and duties which are outlined below. Some of these responsibilities arise from the requirements of the Companies Act 2006 or other legislation:

1. to act in the best interests of the Company at all times;
2. to promote the success of the Company and support its principles and ethos;
3. to guard against conflicts of interest (see below for further detail);
4. to act in accordance with the Company's articles of association and any directions properly given by the members of the Company;

5. to only exercise powers for the purposes for which they are conferred;
6. to exercise independent judgment;
7. to exercise reasonable care, skill and diligence;
8. to accept no bribes of any type and to take all reasonable steps to prevent bribery and corruption within the Company;
9. to have responsibility for the Company's wider environmental and social impacts, with appropriate reporting as necessary;
10. to have responsibility for the Company's relationship with its creditors;
11. to maintain high standards of practice in all areas of corporate governance;
12. to ensure the Company's risks are appropriate, understood, and well-managed;
13. to ensure the Company has appropriate financial management systems and procedures in place including annual budgeting and planning, and in particular to ensure the Company complies with all corporate and financial procedures including filing of annual and other returns to Companies House, the appointment of an auditor (where appropriate), submission of annual accounts, preparation of the directors' comments within such accounts, registration for VAT, payment of any amounts due in accordance with required Customs and Excise returns, and fulfillment of the Company's liabilities for corporation tax and such other taxes which may apply; and
15. to have responsibility for all matters of employment and health

and safety; and

16. to be responsible for delivery of the BID services, quality control and performance.

Expected conduct of directors

In order to fulfill these and other responsibilities that may arise from time to time, it is vital that directors commit sufficient time to their role and that, in particular, they prepare adequately for and attend all meetings of the board. Other than in exceptional circumstances, a minimum of 75% of board and committee meeting must be attended annually.

Directors shall at all times be mindful of the Nolan Principles set out in Appendix A to this Code of Conduct and, in addition, acting professionally:

1. shall conduct themselves in such a way that their honesty and integrity are beyond reproach, and shall not knowingly make false or misleading claims or irresponsible statements. They shall, in particular, be aware of potential conflicts of interest that may arise (see below);
 2. shall not maliciously or recklessly injure the professional reputation of another person, the Company and/or its services;
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3. shall not accept professional obligations that they believe they have not sufficient competence to perform, or that those for whom they have responsibility might not have the competence to perform;
 4. shall accept due responsibility for all work done by them or under their direct supervision;

5. shall, when called upon to give an opinion in their professional capacity, give an opinion which is objective and reliable to the best of their ability;
6. shall take all reasonable care in their work to minimise the risk of injury to any person, including themselves, and to prevent damage to the property;
7. shall respect all relevant laws, statutory regulations and customs relating to products, processes and intellectual property, such as patents and copyright, and take proper cognizance of appropriate national, European and International standards; and
8. shall not (except under due process of law) communicate to any person or publish any information communicated to them in confidence either as an individual, or as a director, without the express authority of the directors.

Directors should be prepared to take reasonable steps to improve the education and professional competence of themselves and persons whom they may influence and, in particular the Levy-paying Businesses and/or members of the BID Committee and/or the other directors.

Directors must be supportive of and promote the work of the Company and the principles of the BID in all aspects including dealings and announcements or any other circumstances and/or situations involving any third parties outside of directors or BID Committee meetings.

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Conflicts of interest

In the discharge of their duties, directors should remain mindful of the

provisions of the Companies Act 2006 and the Company's articles of association relating to professional conduct. In particular they must be mindful of the conflicts that may arise through personal relationships, financial involvement or acceptance of any gift or favour or hospitality. Conflicts of interest include conflicts of duty and conflicts of loyalty and may be direct or indirect, for example, involving a member of a director's family or the trustees of a trust of which the director is a beneficiary.

Directors must take reasonable steps to ensure they are aware of conflicts of interest and where such conflicts of interest arise or are likely to arise they should:

1. make a full disclosure. A disclosure may be made in writing or at the first meeting of the directors at which the director becomes aware that a conflict may exist;
2. where appropriate, seek authorisation of the interest from the non conflicted directors in accordance with the articles of association. Such authorisation cannot be granted retrospectively;
3. comply with any terms to which such authorisation is made subject, including, where required, abstaining from voting and/or absenting themselves from any meeting or part meeting of the directors at which a matter in which they have an unavoidable conflict of interest is to be discussed and decided.

Appendix A

The Seven Principles of Public Life (the Nolan Principles)

- **Selflessness** Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other benefits for themselves, their family or their friends.
- **Integrity** Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.
- **Objectivity** In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
- **Accountability** Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
- **Openness** Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands it.
- **Honesty** Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

- Leadership Holders of public office should promote and support these principles by leadership and example.

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