



SUTTON COLDFIELD BID BOARD TERMS OF REFERENCE

Written: 5 July 2022

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1.0 Name

1.1 The name of the body will be known as the Sutton Coldfield Town Centre BID Company also referred to as 'the BID', 'the BID Company' or 'the Company'.

1.2 These terms of reference refer to the strategic and operational bodies of the BID, the Board and BID Committees (if formed) respectively.

2.0 Aim

2.1 To implement and deliver the objectives of the Sutton Coldfield Town Centre BID Business Plan 2022 - 2027 (hereafter referred to as 'the Plan') as voted for by businesses in the third BID Ballot in 2021. The five year term of which commenced on 1st January 2022.

2.2 To implement and deliver the continuing aspirations of the BID members.

2.3 Sutton Coldfield Town Centre BID Limited is a legal entity set up as a not-for-profit BID Company, limited by guarantee. It will be legally and operationally responsible to the (377) businesses in the BID area for all BID activities and will act on their behalf in accordance with the Plan.

2.4 The objectives stated within the third BID Business Plan 2022-2027 are below and all decisions taken by the Board should relate back to those intents:

- **Vibrant and Promoted**
Branding and marketing campaigns
- **Safe and Secure**
Improving the perception of safety in the BID area
- **Business Growth and Investment**
Encouraging investment and supporting the Town Masterplan

3.0 Principles

3.1 Members of the Board and associated BID Committees agree to work together to actively achieve its aims by:

- a) Working to deliver the Plan through a process of joint agreement and action.
- b) Working in partnership in the spirit of openness, trust and mutual respect.
- c) Undertaking to work with due regard to best and safe practices.

- d) Undertaking work that balances economic, social and environmental factors in order to create a sustainable business community.
- e) Achieving best value for Sutton Coldfield businesses and the commitment of time or any other resources they or partners make for the improvement of the Business District.
- f) Establishing effective means of communicating and engaging with the whole Sutton Coldfield Business District and other relevant partners.
- g) Ensuring adherence to equal opportunities and non-prejudicial behaviour and conduct.
- h) Encouraging partners and stakeholders to operate efficiently and effectively in response to the needs of the Business District.
- i) Nurturing a sense of coherence and belonging among Sutton Coldfield businesses to develop a better connected business community.
- j) Not pursuing individual interests to the detriment of Sutton Coldfield BID or the District as a whole.
- k) Sutton Coldfield BID will be non-party in Politics and non-sectarian in Religion.
- l) All roles on the Board and Committees will be voluntary and undertaken with a commitment to represent the interests of all businesses in the BID area. Board and Committee Members will not be paid for their time attending Board meetings or associated BID events.
- m) Board members may offer to provide paid professional services to the BID company as the BID company requires and their respective businesses may submit written quotes for the work in line with a full tendering process to demonstrate value for money.
- n) Board members are not permitted to work as an employee / contractor / staff member for the BID management team during their time as a Board member and for 2 years following their resignation / departure from the Board.
- o) Board members must declare a Conflict of Interest or a Declaration of Interest if a Board discussion or vote conflicts with their personal / professional work and or personal / professional relationships and if they, their business or their friends or family could be perceived to benefit from the decision in any way. By declaring an interest the Board member will not be able to participate in the discussions or vote.
- p) Board members must not make any decisions on behalf of the BID Board or BID company without a Board meeting, a discussion and a vote.

3.2 Sutton Coldfield BID is committed to identifying business needs and ambitions and enabling projects to be delivered by:

- a) Influencing change.
- b) Attracting investment (internal and external).
- c) Linking two or more parties to deliver a common goal.

4.0 The role of the Board

4.1 To administer the operation of the Sutton Coldfield Town Centre BID Ltd and to ensure that all legal, financial, contractual and corporate obligations of Sutton Coldfield Town Centre BID Ltd are met and an annual audit, review and report are undertaken and communicated to the businesses of the BID area.

4.2 To monitor and review the progress of the Plan to ensure that it is within budget to ensure it works towards the vision and objectives of the Plan.

4.3 To support the BID Manager and the work of the BID.

4.4 To support the work of the BID company.

5.0 The role of the Chair

5.1 To:

- Lead the group in the fulfilment of its role and adherence to its terms of reference.
- Ensure that meetings of the Board are efficient and productive, all agenda items are covered within the appropriate timescale.
- In the event of a tie during a Board vote, to have the casting vote.

5.2 The position of Chair will not be held by a Council representative.

5.3 To be the main point of contact for the BID Manager.

6.0 The role of the Vice Chair:

6.1 To:

- support the Chair in his or her role.
- substitute for the Chair in his or her absence in meetings of the Board.

6.2 The position of Vice Chair will not be held by a Council representative.

6.3 To be a point of contact for the BID Manager.

7.0 Board Membership

7.1 The Board will be made up of the following:

Unless otherwise determined by the Board from time to time, the Board shall be between 4 and 15 people and shall comprise the following:

- Up to 10 individuals representative of BID Members (levy paying businesses only).
- Up to 5 individuals representative of partnership organisations including but not limited to Sutton Town Council (agreed as 1 member representative), Birmingham City Council (agreed as 1 member representative) and West Midlands Police or other organisation.
- Chair and Vice Chair to be elected at each AGM. The Chair will remain in post until the re-election of his or her successor and will therefore Chair and govern the proceedings at the Annual General Meeting until the point of succession.
- In the event of a Chair or Vice Chair stepping down from the role or being removed, then members should appoint a replacement as soon as practical during a Board meeting.

- Term of office will normally be for one year subject to re-election.
- The Board will meet at least six times per year.
- The Board may, at their option, invite such persons as they choose to attend some or all board meetings as observers or advisers provided that such persons shall have no voting rights.
- The BID Board must notify the BID Manager and the BID Chair of their non-attendance at Board Meetings.
- The quorum for a BID Board meeting is three BID Board Members.
- BID Board Meetings are to be held in person at all times with the allowance of remote meetings by exception only.

8.0 Role of the BID Committees

- To manage and support the implementation of the Plan within budget and determine priorities.
- To support the Board in securing funding from a variety of sources including public and private sector contribution, revenue generation from sponsorship of specific activity.
- To support the Board in contract selection and monitoring.
- To help bring together stakeholders from all aspects of business in Sutton Coldfield to work in partnership and co-ordinate their activities towards the BID vision, ensuring regular, accurate two-way flow of information between Sutton Coldfield Town Centre BID Ltd and other Sutton Coldfield stakeholders.
- To lead by example and encourage all members of the wider Sutton Coldfield to become involved in influencing and shaping the future of their business environment and supporting the BID objectives.
- There will be one Chair to be elected at each Committee's first meeting following the AGM immediately after the election of the Board Directors. The Chair will remain in post until the re-election of his or her successor.
- In the event of a Chair stepping down from the role or being removed, then members should appoint a replacement as soon as practical.
- To support the BID Manager.

9.0 Inclusion and equality

9.1 Sutton Coldfield BID will seek to undertake its activities in an inclusive manner and will encourage participation from all areas of society irrespective of age, sex, sexual orientation, race, nationality or Political or religious or other opinion.

10.0 Affiliations

10.1 Sutton Coldfield BID may join, support or affiliate to other initiatives when it is deemed necessary in the realisation of its objectives. Affiliations will be agreed by the Board.

11.0 Records

11.1 Records of BID Board Meetings (minutes of the meetings) and the annual report will be available from the Sutton Coldfield BID website (under BID Resources) as soon as possible after the meeting.

12.0 Disqualification and removal of members

12.1 A member of the Sutton Coldfield BID board will have their membership reviewed if:

- a) they fail to attend three consecutive meetings without adequate explanation accepted by other Board members,
- b) if in the opinion of other board members he or she has committed an act of gross misconduct, acted in a manner contrary to these terms of reference or any other act which is likely either directly or indirectly to bring Sutton Coldfield BID into disrepute.

12.2 The BID board in either of these circumstances described above may remove members from the board, subject to this decision being supported by a two thirds majority of those present. In this event the decision of Sutton Coldfield BID voting members will be final.

13.0 Disposals

13.1 All disposals shall be approved by the Board and shall not be less than open market value.

14.0 Memorandum and articles

14.1 All other arrangements will be governed by the company’s memorandum and articles the law of England.

Signed by each Board member in agreement to adhere to the Terms of Reference:

Signed:.....

Print name:.....

Date:.....