VISIT ROYAL SUTTON COLDFIELD BUSINESS IMPROVEMENT DISTRICT

BOARD TERMS OF REFERENCE

Updated 24 August 2026

1. Name and Status

The body shall be known as **Sutton Coldfield Town Centre BID Limited**, trading as **Visit Royal Sutton Coldfield Business Improvement District** ("the BID").

The BID is a not-for-profit company limited by guarantee responsible for the governance, management and delivery of BID activities within the Sutton Coldfield BID area.

These Terms of Reference set out the governance arrangements for the Board, Executive Board and any committees or working groups established by them.

2. Purpose

The BID exists to deliver the objectives and commitments of the **Sutton Coldfield Town Centre BID Business Plan**, as approved through the BID ballot, while responding to the changing needs and aspirations of businesses within the BID area.

The BID shall operate in accordance with its Business Plan, Articles of Association, applicable law and the interests of BID levy-paying businesses.

3. Principles

Board Members shall act collectively in the interests of the BID and shall:

- Work collaboratively, professionally and respectfully.
- Promote good governance, openness and effective decision-making.
- Seek value for money and make effective use of BID resources.
- Engage with businesses, partners and stakeholders.
- Promote equality, inclusion and non-discrimination.
- Support a vibrant, attractive and successful town centre.
- Remain politically non-partisan and religiously non-sectarian.
- Undertake their Board roles voluntarily and without remuneration.
- Declare actual, potential or perceived conflicts of interest and withdraw from related discussions and decisions where appropriate.
- Not make decisions on behalf of the BID unless authorised to do so.

A serving or previous Board Member may not be employed or engaged as BID staff at any time.

Where a Board Member or connected business seeks to provide paid goods or services to the BID, procurement must be transparent and follow the Company's procedures. The Board Member must declare their interest and take no part in the appointment decision.

4. Role of the Board

The Board shall:

- Oversee the effective governance and operation of the BID Company, ensuring it is managed responsibly, transparently and in accordance with its objectives.
- Ensure that all legal, financial, contractual and corporate obligations are properly fulfilled.
- Monitor financial performance and progress.
- Provide strategic direction, support and appropriate oversight to the BID Manager and management team.
- Safeguard the BID's interests, reputation, assets and long-term financial sustainability.
- Ensure clear, timely and appropriate reporting and communication with BID businesses and relevant stakeholders.
- Actively support, promote and champion the BID, its objectives and its activities.
- Treat the BID staffing team with professionalism and respect, recognising their roles and responsibilities.
- Maintain appropriate confidentiality in relation to Board discussions, papers and other sensitive or commercially confidential information.

5. Chair and Vice Chair

The Board shall elect a **Chair** annually in January and may also elect a **Vice Chair**.

The Chair shall lead the Board, chair meetings, ensure fair and effective discussion and act as the principal Board-level contact for the BID Manager.

The Vice Chair shall support the Chair and chair meetings in their absence. Neither the Chair nor Vice Chair may be a representative of Birmingham City Council.

Where votes are equal, the Chair of the meeting shall have a **casting vote** in addition to their ordinary vote.

6. Board Membership

Board Members shall represent businesses or organisations within the BID boundary that are liable to pay the BID levy.

Birmingham City Council may appoint one representative as the Council qualifies as a BID levy payer.

The Board shall have no more than **15 Board Members**, in addition to the BID Manager.

7. Board Meetings

The Board shall meet at least **six times each calendar year**, normally in person. Remote or hybrid attendance may be permitted where reasonably required.

Members unable to attend shall notify the Chair and BID Manager as soon as reasonably practicable.

The quorum shall be **three Board Members, in addition to the BID Manager**. No formal decision may be taken without a quorum.

The Board may invite observers, advisers or guests. They shall not count towards the quorum or have voting rights and may be asked to withdraw for confidential or commercially sensitive matters.

8. Executive Board

The BID shall have an **Executive Board** comprising the directors of Sutton Coldfield Town Centre BID Limited registered at Companies House.

The Executive Board may meet separately where necessary and may consider director-level, urgent, confidential or commercially sensitive matters between Board meetings.

It shall act in accordance with the Company's Articles of Association, applicable law, directors' statutory duties and these Terms of Reference.

Material decisions made between Board meetings shall be reported at the **next scheduled Board meeting** and recorded appropriately.

The Executive Board remains accountable to the wider Board for delegated authority, but nothing in these Terms of Reference overrides the legal powers or statutory duties of the Company's directors.

9. Decision-Making

The Board shall seek to reach decisions by consensus wherever practicable.

Where a vote is required:

- Each eligible Board Member present shall have one vote.
- Decisions shall normally be made by simple majority.
- The Chair shall have a casting vote where votes are equal.
- Decisions shall be recorded in the minutes.
- Members with a declared conflict shall not participate in the relevant vote.

10. Equality and Inclusion

The BID shall operate in an **inclusive, fair and non-discriminatory manner** and shall not unlawfully discriminate on any characteristic protected by law.

11. Partnerships

The BID may enter into affiliations or partnerships where these further its objectives. These shall require Board approval.

12. Records and Transparency

Board minutes and the BID's annual report shall be made available through the BID website where appropriate, subject to confidentiality, commercial sensitivity, data protection, legal privilege and other legal requirements.

Minutes shall record decisions, relevant declarations of interest and agreed actions.

13. Resignation and Removal

Board membership may be reviewed where a member:

- Misses **three consecutive Board meetings** without adequate explanation.
- Commits gross misconduct.
- Breaches confidentiality.
- Materially breaches these Terms of Reference or applicable governance requirements.
- Acts in a way likely to bring the BID into serious disrepute.
- Ceases to meet the eligibility requirements for Board membership.

A member shall normally be informed of the grounds for proposed removal and given an opportunity to make representations. Removal requires a **two-thirds majority of eligible Board Members present and voting** at a quorate meeting. The member concerned may not vote on their removal.

A Board Member may resign by giving written notice to the Chair and BID Manager.

14. Assets

Material disposals of Company assets require appropriate Board authorisation and shall follow the Company's financial and governance procedures. Unless otherwise properly determined by the Board, assets shall not be disposed of below open market value.

15. Governing Documents

These Terms of Reference shall be read alongside the Company's **Articles of Association**, BID Business Plan and applicable law. Where there is any inconsistency, the Articles of Association and applicable law shall take precedence. The Company shall be governed by the laws of **England and Wales**.

16. Review

These Terms of Reference shall be reviewed periodically and following any material governance change or commencement of a new BID term. Amendments require Executive Board and Board approval and shall be recorded in the relevant meeting minutes. The current approved version shall be published on the BID website.