

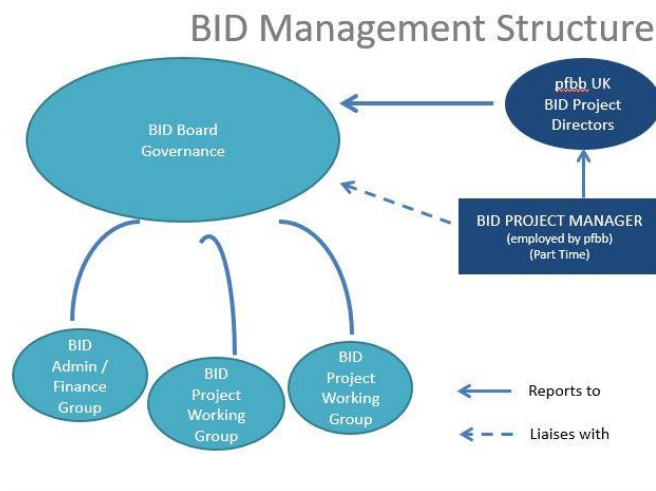


**TERMS OF REFERENCE
STAKEHILL BID LTD - BID BOARD**

1. NAME

1.1. The name of the body will be the 'Board of the Stakehill BID Ltd (hereafter called the 'BID Board).

2. BID MANAGEMENT STRUCTURE



2.1. The BID Company has appointed Partnerships for Better Business Ltd (pfbb UK) to act as BID Project Management Consultants responsible for project delivery for the BID. The BID Project Manager employed by pfbb UK. The BID Project Manager reports to the pfbb UK Director for Operations and Finance, who will have a strategic overview of the BID and will work closely with the BID Project Manager to ensure that the teams are working to best practice guidelines

2.2. The management structure of the BID will be

- A Board responsible for Governance
- Individual members of the Board can act as BID Champions to support the BID Manager in advocating particular projects and acting as press spokespersons on behalf of the BID in relation to that project (see section 3.4)
- A BID Project Team comprised of a BID Project Manager based on Stakehill and supported by pfbb UK Strategic and development Director, the Operations and Finance Director and Bookkeeping personnel based in Derby., They have responsibility for the actual coordination and delivery of projects and activities in accordance with the BID plan. and will work closely with and provide information to the Board
- Working Groups can provide support to the Project Team as a forum for helping to shape projects, and as a critical friend for idea and project development of individual projects.

- 2.3. The Board will be elected by the members of the BID Company, drawn predominantly from those paying a levy in the area and made up of a representative cross-section of the businesses and stakeholders of the area and key agencies associated with the successful delivery of the BID project. It will be driven by the private sector and will include one Councillor from the local Council as a Director and one Council Officer who will act as an advisor, but not as a Director.
- 2.4. All businesses will be encouraged to be actively involved in Working Groups to represent the levy payers.
- 2.5. Through specific working groups, the Project Team will be instrumental in prioritising the requirements of the levy payers into deliverable projects which address their needs, within the framework of the business plan.
- 2.6. Each group (Board and Working Groups) will have representatives from the BID Project Team attend at each meeting and who will provide agendas, minutes and follow through agreed actions.

3. ROLES

- 3.1. The Board will provide a consistent, collective and effective voice for the businesses in the BID area
- 3.2. All roles on the Board and specific working groups are voluntary and are undertaken with a commitment to represent the interests of all businesses in the area.
- 3.3. The Board and BID Project team have a responsibility to ensure that the BID operates and delivers in line with the BID Vision and Objectives as outlined in the BID Business Plan
- 3.4. The BID Manager has the day to day responsibility for direct project delivery in line with the Business Plan Objectives
- 3.5. BID Board Members are encouraged to become project champions
 - Projects will be identified within the BID Business Plan project planning document
 - The role of a champion will be to act as an advocate and provide constructive support to the BID Manager. They will champion the project and the BID to other businesses/partners
 - The Board Project Champion may be asked (by the BID PR team) to provide quotes or speak to the media about the project and benefit of the BID, on behalf of the BID (as opposed to their own personal view). These requests will only come via the PR team, not from the media direct.

4. ROLE OF THE BOARD & CHAIR

- 4.1 The main role of the Board is to safeguard the interests of levy payers by ensuring that the business operates in line with the BID plan as voted on at 25th Feb 2021, and

commenced 1st July 2021, is professional and offers consistent value for money in line with its targets.

- 4.2 To ensure that the development of action plans address the objectives of the BID Business Plan within the agreed budgets and work towards achieving the vision and its related strategic objectives.
- 4.3 The Board will ensure that the implementation of the BID will be monitored and delivered cost-effectively, through keeping overheads to a minimum and using methods which will optimise the use of the revenue budget and add real value to the delivery of the plan.
- 4.4 To consider the development of a Business Plan and a successive Business Improvement District to succeed the current one which covers the period up to 30th June 2026
- 4.5 To administer the operation of the Stakehill BID Ltd and to ensure that all legal, financial, contractual and corporate obligations of the Stakehill BID Ltd are met in accordance with the BID Regulations and an annual audit, review and report are undertaken and communicated to the businesses of the BID area.
- 4.6 To monitor and review the progress of the BID Business Plan to ensure that it is within budget to ensure it works towards the vision, objectives and activities identified in the Business Plan and does not deviate from it.
- 4.7 Collaborative working will be actively encouraged to build upon the sense of the business community in the BID area and ensure that the skills and resources available for delivery of the BID are enhanced and deliver best value.
- 4.8 The Board may modify budget allocations for each of the main projects and the management and administration of the BID in line with the BID Business Plan objectives and may take recommendations for modification from the project team, in order to ensure that the projects remain relevant and continue to address needs and priorities of the businesses in the BID during its five year life,
- 4.9 It will be the responsibility of the Board to assess these recommendations and make adjustments to the allocations of expenditure budget as and when they deem appropriate. It will be the responsibility of the Board to ensure that all the main aims of the BID, continue to be addressed and that all BID activity contributes towards the achievement of the vision. The Board will also monitor and gauge the effectiveness of the BID operations and activities.
- 4.10 The Chair must be a representative from a business levy payer in the BID area and not a member of the Local Authority. Their role is to:
 - lead the group in the fulfilment of its role and adherence to its terms of reference.
 - ensure that the BID Company Board leads the BID in the fulfilment of the vision, aims and objectives and its activities identified in the BID Business plan and not deviate from it.
 - ensure that meetings of the Board are efficient and productive, all agenda items are covered within the appropriate timescale.

4.11 The role of the Vice Chair is to:

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

5. BOARD MEMBERSHIP

Extracts are taken from the Stakehill BID Ltd Articles. The contents of which take precedent

15. BOARD OF DIRECTORS

15.1 Unless otherwise determined by the Board from time to time, the number of directors shall be no less than two and no more than 9.

15.2 The board must approve all new directors' appointments.

15.3 The Board may comprise of the following:

- (a) up to 6 individual representatives of BID Levy Payers who should, as a group, be as representative as possible in terms of business size and type and geography of the BID and who shall at any time represent more than one half of the Board but for the avoidance of doubt shall not include Voluntary Members:*
- (b) 1 individual elected representative of the Rochdale Borough Council ("**Local Authority Director**") being the leader thereof or such other councillor who may be approved by the Board and appointed at an AGM;*
- © up to 1 individual representative of the Voluntary Members (the "**Voluntary Member Directors**") and shall at no time represent more than a third of the Board; and*
- (d) up to 1 such individual who, in the view of the Board, have particular skills or experience which will assist the Company to promote its Objects (the "**Independent Directors**") and who shall at no time represent more than one third of the board.*

save that the board may, from time to time, vary such numbers as are detailed in sub-clauses 15.3(a) to 15.3(d) (inclusive) as it in its sole discretion deems appropriate.

15.4 A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors save that a Local Authority Director may do so, so long as he informs the Chairman at least 48 hours prior to such a meeting.

15.5 The following representatives may also attend board meetings (but shall not have a vote):

- (a) one Local Authority Representative; and*
- (b) one Public Sector Representative,*
- (c) the BID Manager*
- (d) representatives of any management company contracted for the purposes of managing the BID.*

provided that such representatives shall perform only an advisory role to the board and shall be elected by the directors and shall not be permitted to vote at board meetings nor become a director.

15.6 Subject to Article 15.4, the board shall be entitled to invite any organisation or body to send a non-voting representative to attend and speak at meetings of the board.

15.7 The maximum number of non-voting representatives permitted to attend meetings of the board at any one time shall be at the discretion of the Chairman of the board.

21.7 The quorum for the transaction of the business of the Board may be fixed by the directors and unless so fixed at any other number shall be three or the number nearest to one third of the total number of Directors.

Further extract from Articles as follows:

APPENDIX A
PROCEDURE GOVERNING THE ELECTION AND RETIREMENT OF DIRECTORS

- A. The Board shall initially be constituted on a voluntary basis in accordance with Article 15.*
- B. At every annual general meeting, one third of the Directors shall retire by rotation (excluding the Local Authority Director who shall be exempt from the retirement by rotation) but will be eligible for reappointment without requirement for nomination. If their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but, if there is only one director who is subject to retirement by rotation, he shall retire.*
- C. Subject to the provisions of the Act, the directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) shall be determined on an alphabetical basis, with those surnames beginning at the start of the alphabet retiring first.*

6. ROLE OF WORKING GROUP

- 6.1 To support the BID Project Team
- In determining priorities, coordinating activity and maintaining active business involvement in the implementation of the Business Plan.
 - In securing funding from a variety of sources including public and private sector contribution, revenue generation from sponsorship of specific activity.
 - To bring together stakeholders from all aspects of business in the BID area centre to work in partnership and co-ordinate their activities towards the BID vision, ensuring regular, accurate two-way flow of information between the BID and these other stakeholders of the Stakehill BID area.

- To encourage all members of the BID business community to become involved in influencing and shaping the future of their business environment and supporting the BID objectives.
- 6.2 The Chair of each Working Group will tend to be the BID Manager or the Board Champion for that Group
- 6.3 The role of the Chair is to:
- work closely with and support the members (BID Levy payers and relevant partners) in identifying opportunities to optimize value for money, identify and deliver relevant projects to ensure and further the fulfillment of the Business Plan objectives.
 - ensure that meetings of the Working Groups are efficient and productive, all agenda items are covered within the appropriate timescale.
- 6.2 Spokesperson
- Whilst the Chair or Board Champions will be the primary spokespersons for the BID in press and media relations, it may be that any working group member may be asked to be a 'BID Champion' and spokesperson for a specific project. In all instances, the person is to speak on behalf of the BID and not their own individual business (See section 3.4)

7. WORKING-GROUP MEMBERSHIP

- 7.1 Any business that is a levy paying businesses operating in the Stakehill Business Improvement District as defined by the BID Business Plan is welcome to join the Working groups.
- 7.2 Businesses or organisations located outside of the area with direct business interests in the area, are welcome to join by invitation of the BID Project Team as a voluntary member
- 7.3 The group should have a broad representation from across business sectors and the geography of the Business Improvement District area.
- 7.4 The maximum size of the group should be no more than 15 people of which no more than 2 people should be permanent advisors or observers to the group.
- 7.5 There is no quorum specified for a working group

8. ADMIN AND FINANCE WORKING GROUP (extract from the BID Finance Policy)

8.1 Role of Chair of Admin /Finance

The Chair of the Admin/Finance will provide support and guidance to the BID Manager, in conjunction with the BID Accountant

Specific responsibilities are to support the BID Manager to:

- Guide and advise the Board in the approval of budgets, accounts and financial statements, within a relevant policy framework.
- Keep the Board informed about its financial duties and responsibilities.
- Confirm that the financial resources of the BID meet present and future needs.
- Understand the accounting procedures and key internal controls, so as to be able assure the Boards financial integrity.
- Ensure that the accounts are properly audited and that accepted recommendations of the auditors are implemented
- Formally present the accounts at the AGM, drawing attention to important points.

8.2 Role of Management and Board with regard to Finance

The BID Manager has responsibility for the day to day financial performance and ensuring that the BID complies with Financial Procedures

8.3 Role of Board with regard to Finance (see also sections 4.8 and 4.9)

The Board is responsible

- for approving the budget for the year.
- approving signatories to the bank accounts.
- appointments of staff where not delegated to the Director.
- approving exceptional items of expenditure.
- approving the annual accounts, auditors report and appointment.
- receiving reports from the BID Management Team on areas of concern.

9. DISQUALIFICATION AND REMOVAL OF MEMBERS

The Board shall have the right to terminate the membership to a Working Group of a member and request an alternative representative be nominated for their sector if

- 9.1 In the opinion of Board, a member has committed an act of gross misconduct, acted in a manner which is contrary to these terms of reference or any act which is likely either directly or indirectly to bring the BID into disrepute.

10. MEETING FREQUENCIES, DECLARATION OF INTEREST AND MINUTES

10.1 The Board should each meet at least every quarter with additional meetings as required. It is aimed that the duration of any meeting would not exceed two hours.

10.2 A Board meeting can only be held if a representative from both the BID Project Team and the Chair or vice chair is present.

10.3 A Working group can meet at any frequency relevant to the projects discussed. A meeting can only be held if a representative from the BID Project Team is present

- 10.4 At the start of any meeting, members must declare any interest in any matter in which he or she has directly or indirectly an interest or duty, which is material, and which conflicts or may conflict with the interests of the BID, for any item on the agenda to be discussed, and this must be recorded in the minutes.
- 10.5 The BID Project Team will ensure that minutes are kept of proceedings, which will include entries recording any decisions made. Minutes from each previous meeting must be checked for accuracy and maintained as a record.

11. ALTERATION TO THE TERMS OF REFERENCE

- 11.1 No alteration or addition shall be made to the Terms of Reference, except at a meeting of the Board which has sufficient members present to act as a quorum.

12. MEMORANDUM AND ARTICLES

- 12.1 All other arrangements will be governed by the company's memorandum and articles the law of England.