

**Norwich Business Improvement District (BID)
Board of Directors - Terms of Reference**

Introduction

Established in November 2012 the Norwich Business Improvement District (BID) has proved itself as an inventive and progressive organisation run for local businesses by local businesses. The Norwich BID covers a defined area of the city where the team works to improve the trading environment and identifies additional projects and services that develop the city centre. Norwich BID enhances and promotes the local environment for its businesses, employees, customers and the community. The overarching vision of Norwich BID is to; Make a clear positive impact on the vitality of our city centre and the success of the businesses within it. Norwich BID's objectives are split into the following workstrands:

Promoting
Norwich Experience
Voice for Business

Purpose

The purpose of Norwich BID – Helping Norwich Thrive

Vision

Make a clear positive impact on the vitality of our city centre and the success of the businesses within it

Values

Collaborative, Innovative, Progressive, Professional

Funding

The Norwich BID funding is identified within the Norwich BID Business Plan and this sets out the allocation of the funding levels to each of the workstrands.

If the delivery of the vision and business plan requires further time and resources, beyond those available to Norwich BID, recommendations will be explored for future work and funding opportunities.

The Board will also seek to identify and secure additional funding through grants, funding applications, sponsorship, and membership to deliver added value to the BID levy payers, Norwich, and the organisation.

Key tasks

The projects, activities and priorities for Norwich BID are set out in the BID Business Plan and revised every 5 years at Ballot. The BID Board set the agenda, priorities, and budget for each of the BID Workstrand in line with the BID business plan. The individual Workstrand priorities are identified, reviewed, and set in the annual workstrand strategies for Promoting Norwich, The Norwich Experience and a Voice for Business, including budgetary decisions and allocation. All workstrand annual strategies will be formally agreed by the Norwich BID Board.

Scope and Mandate

The focus of the Norwich BID Board is Norwich City Centre; observers from other organisations may be invited to attend meetings and will receive minutes and papers. Appointment to the BID Board is set out in the company Articles of Association and at the Annual General Meeting, the Board shall set out its requirements, skills, qualities, and experience which it needs from its directors. The Norwich BID is brought together in a spirit of partnership to lead and enable tasks, projects and activities identified to be carried out, working with stakeholder organisations.

Operation of the Norwich BID Board

The Norwich BID Board will meet twelve (12) times across the year – meetings may be held more frequently when needed.

Norwich BID Directorship - set of general duties which you must adhere to.

These duties still apply to you even if:

- you are not active in your role as a Norwich BID director
- someone else or your business tells you what to do
- you act as a Norwich BID director without being formally appointed as one

Promote success

You must act in good faith to promote the success of Norwich BID; in doing this you must consider the:

- consequences of decisions made - including in the long term
- interests of Norwich BID's employees
- need to foster Norwich BID's business relationships with suppliers, customers, and others
- impact of Norwich BID's operations on the community and environment
- Norwich BID's reputation for high standards of business conduct
- need to act fairly as between members of Norwich BID

If Norwich BID becomes insolvent, your director 's duties no longer apply towards the company but towards the creditors.

Your role as a director

To exercise reasonable care, skill, and diligence: you must perform your role as director to a high standard. You must perform to the best of your ability and accept the responsibilities and expectations associated with this role. The more qualified or experienced you are, the greater the standard required of you.

Company constitution

You must comply with the Norwich BID's constitution. The articles of association set out what powers are granted to directors and the purpose of those powers.

Interests in a transaction

You must tell the other directors if you have an interest in a proposed transaction or arrangement the company is considering; for example, the company proposes to enter a contract with a business owned by a family member.

Third party benefits

You must not accept benefits from people other than your company (or a person acting on behalf of the company). Third party benefits might be perceived as giving rise to conflict of interest, offered to you because you are a director, or for acting, or not acting in a certain way as a director.

In certain circumstances the company may authorise the acceptance of benefits where it is clear that no conflict of interest exists, for example to enable you to benefit from reasonable corporate hospitality.

Conflicts of interest

To avoid conflicts of interest:

- you must avoid putting yourself in situations where your loyalties might be divided
- you should consider the positions and interests of your family or business in case of potential conflicts

If you disclose a conflict of interest, the BID Board may authorise you to continue to act.

This duty continues to apply after you cease to be a director as regards the exploitation of any property, information, or opportunity you became aware of in your position as a director.

Independent judgement

To exercise independent judgement:

You must not allow your powers as a director to be controlled by others.

It is ok to accept advice, but you must exercise your own independent judgment to make final decisions.

Other duties

There are other duties that apply to you as a director, for example:

- to not misapply Norwich BID's property
- to apply a duty of confidentiality