

InExeter Board Terms of Reference

1. Background

- The InExeter Board of Directors is made up of representatives of businesses and organisations in the InExeter area who are liable to pay the BID levy.
- All organisations liable to pay the BID levy are automatically company members.
- There are 14 Board Directors, and the Board meets 6 times per annum.
- Directors are volunteers and do not receive any remuneration for their roles.
- Devon & Cornwall Police, Exeter City Council officers, community and resident representatives and others are invited to the Board as relevant to the agenda and act in an observer capacity.

2. The Role of the Board

- The role of the InExeter Board is to direct how In Exeter's funds are spent in line with the aims and objectives of the BID Business Plan 2020-2025. The functions of the Board are to:
 - Define and ensure compliance with the objectives of the Company.
 - Establish policies and plans to meet those objectives.
 - Approve each year's budget prior to publication.
 - Establish and oversee a framework for delegation and control of committees and subcommittees (as appropriate).
 - Agree policies, control procedures, and make decisions on all matters that create a significant risk to the company.
 - Monitor the company's performance in relation to these plans, budgets, controls, and decisions.
 - From time to time as they see fit arrange meetings to which BID members, voluntary members, and/or public sector members shall be invited.
- The Board is empowered to alter the plans and projects set out in the BID Proposal but cannot alter the boundary or the percentage levy except for an annual inflationary increase.
- Each year an annual strategy session will be held at which the Board will review progress and define the strategy, delivery plan and budget for the forthcoming year.
- A detailed annual delivery plan, including a marketing and financial plan, will be produced following this session. The Board will review this prior to approving it for implementation.

- Working groups of the Board may be set up as required to oversee specific project areas which will report to the Board. The Chair of each subgroup will normally be a Board Director and the members will be representative of BID levy paying businesses and key stakeholders of Exeter as appropriate. The current working groups with approved terms of reference are the 'HR' group (PC, AM, and PR) and the 'Governance' group (NM, MM, AS).

3. Appointment and Retirement of Directors

- Directors of the Board are representative of an 'area' of the BID boundary area with additional sector Directors representing leisure, hospitality, and culture (following a Board meeting on 25 April 2023 this will be changing and new representation will be announced).
- At the Annual General Meeting (AGM) a third of Directors by rotation stand down. The Directors retiring by rotation are those longest serving since their last appointment or re-appointment. (This is taken from the Company Mem&Arts).
- Elections take place yearly at the Annual General Meeting which is advertised to all BID levy member businesses at least 14 days in advance of the meeting, or if a seat falls vacant by advertisement during the year.
- Vacant seats are advertised and all businesses within that designated area are notified of the opportunity to be elected and must submit a statement describing their skills and abilities to the Board for approval.
- Disqualification and removal of Directors: should a Director fail to attend three consecutive Board meetings or fail to attend 50% of meetings in one calendar year.

4. Proceedings at Board meetings

- The quorum for a Board meeting is made up of three Directors.
- Any director with a material interest in any matters under discussion should declare it at the relevant meeting for consideration by the rest of the Board (and by completing the Register of Interests form – see information below).

5. Minutes

- BID levy paying member businesses can request copies of Board minutes by emailing E: info@inexeter.com or by writing to InExeter Ltd, 22b Waterbeer Street, Exeter, EX4 3EH.

6. Pecuniary Interests

- All directors are requested to complete a Register of Interests form, detailing information on other directorships, personal interests and family business interests. This is to ensure complete transparency when discussing issues relating to the InExeter business plan and procurement of contracts.
- The register of all pecuniary and personal interest is a standing board agenda item, and the Chair ensures that all Directors update this regularly and declare any new interests at each meeting they attend.



- This register is available to any BID levy member businesses and can be requested by emailing, E: info@inexeter.com or by writing to InExeter Ltd, 22b Waterbeer Street, Exeter, EX4 3EH.
- Details of board directors are shared at our AGM, through our company audit and in our 'year in review' which can be found in the resources section of the web site.