

## InExeter Board Terms of Reference

### 1. Introduction

- 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 Purpose of the BID Board

- The InExeter Board's purpose is to oversee the strategic direction of the BID; ensuring projects as outlined in the Business Plan are delivered within the approved and available budget to meet the needs of the City and its BID levy paying businesses, and ensuring the BID performs its role effectively upholding financial accountability.

### 3. Responsibilities of the Board of Directors

- The InExeter Board of Directors will
  - Provide good governance including adopting best practice for BIDs.
  - Set the strategy and ensure successful delivery of the approved Business Plan which is implemented by the BID's staff team and led by the CEO.
  - Define and ensure compliance with the objectives of the company ensuring policies and plans are in place to meet those objectives.
  - Ensure the BIDs financial accountability by monitoring the company's performance in relation to budgets and spending decisions.
  - Approve each year's budget and delivery plan prior to publication.
  - Work with the CEO to identify and manage significant strategic risk to the company.
  - Establish and oversee a framework of delegation and control of committees and sub committees as appropriate.
  - Engage in an ambassadorial capacity with businesses in the consultation and ballot process.
  - To elect a Chair and other officers from among their number.
  - Help to amplify the voice of collective businesses on key issues and the city's future.
- 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.

- In the autumn of 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 from 1 April annually.
- 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.

#### **4. Appointment and Retirement of Directors**

- Following a Governance review in 2022, Directors of the Board are now representative of sectors within the BID Boundary (previously 'areas').
- Representation is determined by % of total levy paid by number of hereditaments categorized as food, drink, leisure, education, retail, health and beauty and services.
- Between them, the directors on the board should bring a good mix of skills, including, but not limited to:
  - Knowledge and experience of one or more business sectors in the BID area
  - Financial and commercial acumen
  - Marketing and PR experience
  - Project Management expertise
  - Management of the public realm
- 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.
- Elections take place at the AGM 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.
- Where the Board is evenly split following a vote to appoint to the position of Chair, the CEO will cast the deciding vote.
- 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 applies when:
  - a Director fails to attend three consecutive Board meetings or fails to attend 50% of meetings in one calendar year.
  - a Director's actions or behaviour which contravenes InExeter's policies and code of conduct.

## 5. 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).
- Directors will be a positive influence at Board meetings, respectfully communicating well with fellow Directors and acting as an ambassador for the company and the BID area when any such opportunities arise.

## 6. Minutes

- Minutes taken will be circulated within 7 days of the Board meeting.
- BID levy paying member businesses can request copies of Board minutes by emailing [info@inexeter.com](mailto:info@inexeter.com) or by writing to InExeter Ltd, 22b Waterbeer Street, Exeter, EX4 3EH.

## 7. 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: [info@inexeter.com](mailto: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.