

Harrow BID Board Terms of Reference

The Board's primary responsibility is to oversee the conduct and performance of the BID and support management and staff, which are responsible for the day-to-day activities. In performing its functions, the Board primarily considers the interests of the BID to which its fiduciary duty ultimately resides, and then to its members. It also considers the legitimate interests of wider stakeholders such as statutory authorities, employees, suppliers, visitors and residents.

The Board shall be proactive in advising management on a range of operational issues relating to the delivery of the BID business plan, and holding management accountable for decisions, actions, or lack of action. However, the Board should not ordinarily overturn management decisions, nor necessarily substitute its judgment for the judgment of management. It shall not make operational decisions in lieu of management. To do so would usurp management's proper role and involve the Board too deeply, both of which would be improper. The Board can and should probe management's analysis of the facts and decision-making process to ensure that it has considered all of the material facts and outcomes of its decisions. The Board can and should withhold approval of management's decisions and recommendations if the analysis is weak or does not support the decisions and recommendations, and request management to return with improved decisions and recommendations.

The Board must ensure that it has all of the material information available which it must consider in making a decision or approving management's decisions. Management must provide full (but concise), plain, true and timely information to the Board. The Board is reasonably entitled to seek outside advice, such as from corporate counsel, with or without management's approval, in the exercise of its fiduciary duties, and at the BID's expense. The directors are stewards of the Company. The Board acts on behalf of the members and is accountable to the members for the conduct of the Board, management and the Company. In supervising the conduct of the BID, the Board, through the BID Manager, will set the standards for the BID.

Certain responsibilities of the Board may be delegated to Board committees. The responsibilities of those committees will be as set in their terms of reference, as amended from time to time. These terms of reference are prepared to assist the Board and management in clarifying responsibilities and ensuring effective communication between the Board and management

Board Membership

The Board of Directors shall lead and guide the work of Harrow BID which is chosen from the businesses which form the constituency of the organisation. The Board shall seek a wide range of skills and experience and a balanced opinion. The Chair of the organisation shall be appointed by the Board of Directors and shall be identified from a broader constituency in order to best serve the key objectives of the organisation.

Diversity is recognised as an important consideration when fulfilling Board vacancies. To achieve success the Harrow BID shall seek a diverse group of directors which includes a variety of perspectives, skills, ages, genders, cultures, and ethnicities.

The BID Board shall meet quarterly and take responsibility for:

- The longer-term vision and ambitions of the company;
- Establishing the strategy;
- Budget setting & financial compliance; • Monitoring performance; • Corporate governance.

Board members shall seek to attend all Board Meetings and appropriate Harrow BID events, working as a team towards the common goals for Harrow BID and Harrow. When undertaking BID business, Board members shall represent the interests of the Harrow BID and Harrow itself rather than their own business and/or political interests.

The Board shall consist of a group of Non-Executive Directors, one of which is an appointed Chairman. Directors will be appointed by the Board subject to ratification by Company members at annual meetings of the company.

The Board shall “take reasonable steps” to ensure that the various types of business in the area are represented on the Board. Places shall be allocated as laid out in the BID Business Plan or as amended by the annual AGM.

The Directors shall appoint a Chair, a Vice-Chair and steering-group Chairs as required.

New Board Directors shall be appointed by the BID Board, their position confirmed at the Annual General Meeting (AGM), and by rotation, at the AGM thereafter. Board Directors may appoint an alternate to represent their interests when they themselves are not available.

Observers to the Board

Observers can be appointed by the Board and/or management subject to ratification by Company members at annual meetings of the company. Key groups may include the local Councils and Police.

Board Meetings

Board Meetings shall be held quarterly and Board members will be expected to attend the meetings. The Directors have set a quorum of 2 voting Members.

Board papers will be sent to all Harrow BID Board members at least 24 hours in advance of each meeting.

The BID Board, management (and/or its steering groups) may from time to time invite other advisors or public agencies/bodies to attend meetings. These may include corporate bodies, partnerships, strategic agencies, local authorities or unincorporated associations.

Board steering groups

Harrow BID seeks to embrace the business and wider community with a programme of work which meet its stated aims and objectives. To help guide the BID in this pursuit and advise the Harrow BID Board as the principle decision making forum, Board steering groups shall be set up to encourage participation and help to add value to the decision making of the BID. The Board steering groups shall include when required:

- Finance & Governance
- Events and Marketing
- HBAC
- Operations

Finance and Governance steering group

There will be a Finance and Governance steering group of the Board with delegated responsibility to manage finance, administration and governance issues and recommending to the Harrow BID Board decisions as appropriate.

Membership of this group shall be the Chair of the Board, the Director with responsibilities for Finance and at least one other Board member, the BID Manager and retained advisor. The steering group should meet quarterly in advance of the Board meeting.

Marketing and Promotion and Operations steering Groups

The principal activities of these groups are based on the BID activities as set out in the annual business plan. Project delivery shall be managed by Harrow BID staff, discussed by the steering groups and, where necessary, discussed by the Finance and Governance steering group / Board.

- Any BID member may be a member of the Marketing and Promotion and Operations steering groups; they may either request membership or be invited by the Harrow BID team;
- There will be 4-10 BID members on each steering group. Members of the group may nominate an alternate if they are unable to attend a meeting. Other public agencies and advisors can be invited at the discretion of the steering group.
- Each steering group should ideally be chaired by a BID Director and will be serviced by a member of the Harrow BID team;
- There will be a minimum of four steering group meetings per year, normally timed to precede the main board meeting in any quarterly cycle;
- Members of the Group will receive notification of steering group meetings at least 7 days in advance and minutes of the meeting will be circulated after the meeting takes place;
- Minutes of the steering groups will be reported for information to the Board by inclusion on the Board papers. The Secretariat for each of the sub-groups will be responsible for taking minutes which will subsequently be included into the relevant Board papers.

The Chair of each steering group will act as the main conduit and liaison between the steering group and Board. Each steering group shall have a different Chair which will help ensure a mix of skills and avoid an over burden on a few individuals. Members of the steering groups will either be self-nominated or identified by either the steering group itself or BID Manager. All other BID Members shall have the right to attend the steering groups as observers.

Observers may be invited to attend meetings on a regular or ad-hoc basis at the discretion of the individual steering group. Such observers will not have a vote at the steering group. Observers may be drawn from other businesses, public agencies, partners and/or advisors of Harrow BID.

The main activities overseen by the marketing and promotion and operations steering groups will relate to the themes of the BID's delivery plan.

The steering groups shall be convened at least on a quarterly basis to discuss the scoping, development, delivery and evaluation of work programmes and to help inform budgets, projects and services to the Board. They shall also provide a mechanism for members to feedback ideas and issues and act a medium for communication of the BID activities to its wider membership.

The steering groups shall aim to operate by consensus however the Chair will have a casting vote.

Board and Steering Group members – working protocols

- If a Board and/or steering group member is unable to attend 3 consecutive meetings or 4 over a period of two years, then their position shall be reviewed by the Finance and Governance steering group;
- In all cases where Board or steering group Members act for the BID they do so under the auspices of Harrow BID and not in a personal capacity or as a representative of their own business or political associations.
- Where a Board Member has a business (e.g. planning-related) interest, either direct or indirect, in a BID project, that interest should be declared at the outset of an agenda item and it will be at the discretion of the Board (or steering group) whether their right to vote will be withdrawn.
- All files, documents and records (both paper and electronic) will be held by Harrow BID at the office address. The Harrow BID will adhere to all appropriate data protection legislation and principles in relation to the holding of personal, financial and sensitive data.