

## **1.0 Name**

- 1.1 The name of the body will be known as the **Manor Royal BID Company** also referred to as 'MRBD', 'MRBD Limited', 'the Manor Royal BID', 'the BID', 'the BID Company' or 'the Company'.
- 1.2 These terms of reference refer to the strategic and operational bodies of the BID, the Board, and the Committees, and their relationship with the Working Groups that will have their own terms of reference. A structure diagram is contained in Appendix 1.

## **2.0 Purpose of the Manor Royal BID Company**

- 2.1 To implement and deliver the Manor Royal ('MR') BID Business Plan (hereafter referred to as 'the Plan') as voted for at the most recent BID Ballot.
- 2.2 MRBD Limited is a legal entity set up as a not-for-profit BID Company, limited by guarantee. It will be legally and operationally responsible to the businesses in the BID area for all BID activities and will act on their behalf in accordance with the Plan.
- 2.3 The vision stated in the Plan is: "For Manor Royal to be widely regarded as the place where companies and people choose to be for the strength of its business community and the quality of its trading and working environment."

## **3.0 Principles**

- 3.1 Members of the Board, the Committees and any associated Working Groups agree to work together to actively achieve its aims by:
- a) Working to deliver the Plan through a process of joint agreement and action
  - b) Working in partnership in the spirit of openness, trust and mutual respect
  - c) Undertaking to work with due regard to best and safe practices.
  - d) Undertaking work that balances economic, social and environmental factors in order to create a sustainable business community
  - e) Achieving best value for Manor Royal businesses and the commitment of time or any other resources they or partners make for the improvement of the Business District
  - f) Establishing effective means of communicating and engaging with the whole Manor Royal Business District and other relevant partners.
  - g) Ensuring adherence to equal opportunities and non-prejudicial behaviour and conduct.
  - h) Encouraging partners and stakeholders to operate efficiently and effectively in response to the needs of the Business District.
  - i) Nurturing a sense of coherence and belonging among Manor Royal businesses to develop a more connected business community.
  - j) Not pursuing individual interests to the detriment of MRBD or the Manor Royal Business District as a whole.
  - k) MRBD will be non-party in Politics and non-sectarian in Religion.
  - l) All roles on the Board, Committees, Management Group and working groups will be voluntary and undertaken with a commitment to represent the interests of all businesses in the BID area.

- 3.2 MRBD is committed to identifying business needs and ambitions and enabling projects to be delivered by:
- a) Influencing change
  - b) Attracting investment (internal and external)
  - c) Linking two or more parties to deliver a common goal.
- 3.3 While MRBD is a private company, it recognises its obligations to the Manor Royal community on whose behalf it acts and interests it supports and promotes. In so doing, it adheres to the Seven Principles of Public Life, also known as the Nolan Principles, that apply equally to employees and directors. These are:
- a) Selflessness: to act solely in terms of the public interest.
  - b) Integrity: to avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.
  - c) Objectivity: to act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
  - d) Accountability: to be accountable to the public (Manor Royal levy payers and wider business community) for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.
  - e) Openness: to act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.
  - f) Honesty: to be truthful.
  - g) Leadership: to exhibit these principles in their own behaviour and treat others with respect. They should actively promote and robustly support the principles and challenge poor behaviour wherever it occurs.

#### **4.0 The role of the Board**

- 4.1 To administer the operation of the MRBD and to ensure that all legal, financial, contractual and corporate obligations of MRBD are met and an annual audit, review and report are undertaken and communicated to the businesses of the BID area.
- 4.2 To monitor and review the progress of the Plan to ensure that it is within budget and to ensure it works towards the vision and objectives of the Plan.
- 4.3 The role of the Chair is to:
- lead the Board in the fulfilment of its role and adherence to its terms of reference.
  - ensure that meetings of the Board are efficient and productive, all agenda items are covered within the appropriate timescale.
- 4.4 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.

#### **5.0 Board Membership**

- 5.1 The Board will be made up of the following (extract from the Articles of the Company):
- 5.2 Unless otherwise determined by the Board from time to time, the Board shall be between 3 and 13 people and shall comprise the following:

- up to 11 individuals representative of BID Members and who shall at any time represent more than one half of the Board;
- up to 2 individuals representative of partnership organisations including but not limited to West Sussex County Council and Crawley Borough Council (“Local Authority Directors”) and shall at no time represent more than one third of the Board;
- up to 2 individuals representative of the Voluntary Members (the “Voluntary Member Directors”) and shall at no time represent more than a third of the Board;
- up to 2 such individuals 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;

5.3 Chair and Vice Chair to be elected at the first meeting of the Board following the AGM and will stand for one year. The Chair will remain in post until the re-election of his or her successor and will therefore Chair and govern the proceedings at the Annual General Meeting until the point of succession. (refer to the Articles of the Company for more details).

5.4 One third of the Directors (except the Local Authority Directors who shall be exempt from the retirement by rotation within the company Articles) will be retired by rotation and new Directors elected in accordance with the articles of the company.

5.5 Term of office will normally be for one to three years dependent upon 5.4 subject to re-election.

5.6 At the end of their term, Directors shall be entitled to stand for re-election at the next AGM, in accordance with 5.4. Directors shall only be permitted to serve more than one term should a majority of MRBD members entitled to vote at the AGM vote to approve a Director’s re-election.

5.7 There is no limit to the number of times a Director can stand for re-election.

5.8 The Board will meet at least four times per year.

5.9 The quorum for the transaction of the business of the Board shall be fixed at four Directors or one half of the Board whichever is the lower.

5.10 The Board may act notwithstanding any vacancies in its number, but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.

5.11 The Board may, at their option, invite such persons as they choose to attend some or all board meetings as observers or advisers provided that such persons shall have no voting rights.

5.12 The Board, at its discretion, may delegate such matters as it chooses for consideration by one or other Committee.

5.13 The overall responsibility and accountability for the BID and the delivery of the Business Plan rests ultimately and wholly with the Board of Directors.

## **6.0 Role of the Committees**

6.1 At its discretion, the Board can create committees to assist in carrying out the work of the Manor Royal BID and efficient delivery of the BID Business Plan.

6.2 The committees shall carry out such work as directed by the Board and will remain accountable to the Board in all matters.

6.3 The committees will adhere to the same principles as those of the Board as per Section 3.

6.4 Membership of the committees will primarily be made up of members of the Board, and any other individuals as determined by the committee.

- 6.5 A chair will be appointed for each committee, who will report to the Board. The nomination of a Vice-Chair will be at the discretion of the committee. Should the Chair not be available at any given meeting of the committee then a Chair will be nominated from those members in attendance.
- 6.6 Meetings of the committees will be recorded in the usual way and be available for inspection. They will not be made available publicly.
- 6.7 All outcomes and actions will be reported to the Board at its next meeting, or sooner if the matter is of an urgent nature. The Chair of the committee shall be responsible for reporting to and liaising with the Board, including reporting at Board meetings on committee proceedings and outcomes.
- 6.8 A minimum of two members of the committee will need to be in attendance for any meeting of the committee to be deemed quorate.
- 6.9 The role of the committees is to undertake such work as directed by the Board, including any delegated authority. Their purpose is to work closely with the Executive Director to ensure due diligence and the proper management of risk is applied to Governance of the BID, the development of new projects and initiatives and the management of finances and staff.
- 6.10 The frequency of meetings will be determined by the committee.
- 6.11 There will be two committees:
- i. **Governance, Finance and HR (referred to as Governance Committee):** responsible for understanding details of budget formation, monitoring and performance, dealing with risk, and ensuring decisions concerning recruitment and staffing are handled appropriately. This group will also scrutinise policy statements issued by the BID, including responses to formal consultations.
  - ii. **Projects, Services and Partnerships (referred to as Projects Committee):** responsible for scrutinizing proposed projects and services delivered and provided by the BID. It will also endorse or otherwise proposals for new partnerships and ensuring compliance with agreed procedures.

## 7.0 Working Groups

- 7.1 Working Groups can be formed and disbanded on the basis of need as agreed by the Board.
- 7.2 Working Groups will be subject specific groups, with a Chair and Vice-Chair elected on the same basis as the Management Group.
- 7.3 The Working Group is ultimately responsible to the Board, who in all matters remain the primary decision-making body of MRBD Ltd.
- 7.4 Membership of the Working Groups will be determined by the nominated Chair and Vice Chair, and will be decided on the basis of the requirement of the Group and ratified by the Board.
- 7.5 Working Groups will have their own terms of reference.

## 8.0 Spokesperson

- 8.1 Someone from the Board should be nominated to act as the key spokesperson for the MRBD Ltd in press and media relations, although this may change from time to time by agreement depending on availability or the matter being commented on.

## 9.0 Inclusion and equality

9.1 MRBD Ltd will seek to undertake its activities in an inclusive manner, and will encourage participation from all areas of society irrespective of age, sex, sexual orientation, race, nationality or Political or religious or other opinion.

## **10.0 Affiliations**

10.1 MRBD Ltd may join, support or affiliate to other initiatives when it is deemed necessary in the realisation of its objectives. Affiliations will be agreed by the Board.

## **11.0 Records**

11.1 Records of meetings and the annual report will be available from the Manor Royal web site as soon possible after the date of the meeting.

## **12.0 Disqualification and removal of members**

12.1 A member of MRBD Ltd can be disqualified or removed if:

- a member of MRBD Ltd fails to attend three consecutive meetings without the agreement of a majority of the other members, the Board shall have the right to terminate the membership to MRBD Ltd of that member and request an alternative representative to be nominated.
- in the opinion of MRBD Ltd members, he or she 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 MRBD Ltd into disrepute.
- MRBD Ltd's decision is confirmed by a two-thirds majority of those present and voting at the meeting the MRBD Ltd member will be disqualified. In this event the decision of MRBD Ltd voting members will be final.

## **13.0 Delegated powers**

13.1 The Board will agree an annual budget at an annual budget setting meeting prior to the start of each financial year.

13.2 Agreement by the Board shall give authority to the Executive Director to deliver those projects decided in accordance with the agreed budget for each objective / project.

13.3 The Executive Director will report on spend, explaining any variances, at each Board meeting.

13.4 Where the variance to budget is 10% or greater, the Executive Director must seek approval of the Board to proceed. The decision of the Board will be recorded in the minutes of the Board meeting where the decision is made.

13.5 Should a decision be required before a meeting of the Board takes place, a decision can be taken by calling an exceptional meeting of the Board or by seeking approval electronically by email. All decisions must be recorded and be available for inspection.

13.6 A majority vote of the Board shall be required to ratify a decision and that decision must be recorded and presented to the next available Board meeting.

13.7 Official purchase orders to be raised in advance of goods/services being acquired. The person requesting the order must ensure that the budget will cover the expenditure.

13.8 The authority to raise an order must be approved by an authorised signatory consistent with agreed spending authority limits.

13.9 Subject to 13.2, the agreed spending authority limits other than those approved in accordance with 13.1, are:

- Up to £5k; Executive Director
- £5K plus; Approval from at least two authorised signatories, one of which must be either the Chair or a Vice Chair.

13.10 It is the responsibility of the person receiving the goods/services to verify that they have been received in good order and that payment should be made. The invoice must match to the order.

13.11 The Executive Director should certify that the invoice matches the order, that it is a “proper” invoice, that the VAT is calculated properly and that the invoice adds up correctly.

13.12 Where cheques are raised the invoices are to be attached to cheques and presented to signatories for signing.

13.13 A separate Procurement Policy covers the purchase of goods and services.

13.14 The Board shall delegate such powers as it decides to any other Group or Committee.

#### **14.0 Disposals**

14.1 All disposals shall be approved by the Board and shall not be at less than open market value.

#### **15.0 Alteration to the terms of reference**

15.1 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.

15.2 No alterations or amendments to those terms referring to the operation of the Committees can be made except by making a recommendation to the Board and the Board subsequently approving those changes as per 15.1.

15.3 Recommendations to change such terms of the Committees must first have been passed at a Committee meeting with the majority of Committee members voting in favour.

15.4 At least fourteen days notice must be given to all Committee members prior to the meeting to change the Terms before approval by the Board can be sought.

#### **16.0 Memorandum and articles**

16.1 All other arrangements will be governed by the company’s memorandum and articles the law of England.

**Document title:** MRBD Terms of Reference

<b>Version</b>	<b>Issue date</b>	<b>Comments</b>
1.0	20/11/2013	First release
2.0	20/11/2018	Second release following renewal. New logo introduced. Section 1 amended. Paragraphs 2.1 and 2.3 amended to reflect 2018 renewal. MRBG changed to MRBD Ltd throughout. Meeting frequency of the Management Group changed from “at least 6 times per year” to “between four and six times per year”.
3.0	04/12/2023	Arrangements for Management Group altered to reflect fewer (two) meetings per year and introduction of the two Committees. Appendix 1 (Structure Chart) amended to reflect relationship between different groups and the committees.
4.0	04/10/2024	Deletion of reference to the Management Group throughout reflecting agreement to absorb those functions of the Management Group into the newly formed Committees. Changes to Section 13 “Delegated Powers” to reflect the role of the Board to set budget. Change to Appendix 1 with amended organisational chart.  Introduction of the Nolan Principles concerning proper conduct in public office at paragraph 3.3

Chair of the Manor Royal BID Company

Name .....

Signed .....

Date .....

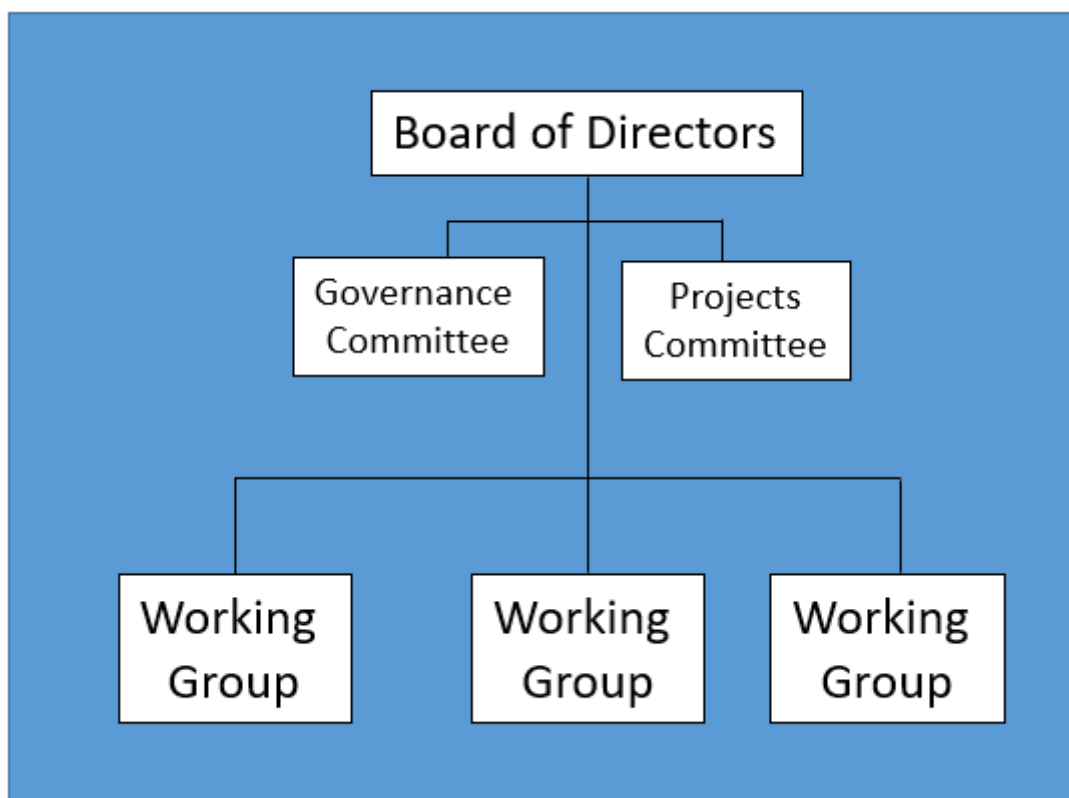
Board Member of the Manor Royal BID Company

Name .....

Signed .....

Date .....

## Appendix 1: MRBD Organisational Chart



### Board

Made up of between 3-13 people, plus any advisers invited at the discretion of the Board. BID members to comprise at least half. Meets quarterly. Accountable body.

### Committees

Two committees of the Board are made up of Board members and others as required from time to time. They have discrete and delegated authority of the Board to consider in detail issues of Risk, Finance & HR (Governance) and Projects, Services and Partnerships (Projects).

#### **Governance Committee (Risk, Finance & HR)**

Responsible for understanding details of budget formation, monitoring and performance, dealing with risk, and ensuring decisions concerning recruitment and staffing are handled appropriately. This group will also scrutinise policy statements issued by the BID, including responses to formal consultations.

#### **Projects Committee (Projects, Services and Partnerships)**

Considers proposed projects and services delivered and provided by the BID. It will also endorse, or otherwise, proposals for new partnerships and ensuring compliance with agreed procedures

#### **Working Groups\***

Established as required on a project-by-project basis. These can be task and finish groups or longer standing groups as necessary. They have delegated responsibility for detailed project delivery and meet as frequently as the project demands

\*At the discretion of the Board, such persons may be invited to attend some or all board, committee, or working group meetings as observers/advisers provided that such persons shall have no voting rights.