**The BedfordBID Company Board of Directors *terms of reference***

**Overview:**

 No person shall be appointed a Director of the Company who does not represent a Member of the Company. No person shall be admitted as a member unless he supports the aims and objects of the Company (as detailed in the Memorandum of Association) and wishes to take an active part in the support and furtherance thereof and his application for membership is approved by resolution of the Board.

Directors are expected to;

1. Regularly attend board meetings and important related meetings. In the event that a Director fails to attend three consecutive meetings, the Board may remove the Director and appoint an alternative Director until the next AGM.

2. Makes serious commitment to participate actively in sub-committee work, if applicable

3. Volunteer for and willingly accept assignments and complete them thoroughly and on time.

4. Stay informed about committee matters, prepare themselves well for meetings, and review and comment on minutes and reports.

5*.* Get to know other committee members and ‘neighbours’ to build a collegial working relationship that contributes to consensus.

6. Be an active participant in the Board's annual evaluation (AGM) and planning efforts.
**Purpose**:

To oversee the delivery of the business plan, projects and the efficient running of the company as well as the general promotion of the BedfordBID Company and BedfordBID (Business Improvement District) so as to support the Company’s principal activity .

 **Principal Activity**:

To initiate and promote the establishment of a Business Improvement District (BID) within Bedford town centre and be responsible for the implementation of the BID proposals and any alteration and renewal proposals for the BID which are designed to enhance the trading environment within the designated area of the Business Improvement District area of Bedford.

**\*Major responsibilities:**

* Formulation and oversight of policies and procedures
* Financial management, including adoption and oversight of the annual budget
* Oversight of programme planning and evaluation
* Review of Organisational and programmatic reports
* Promotion of the Company
* Communication and outreach

\*Members of the board share these responsibilities while acting in the interest of the BedfordBID Company. Each member is expected to make recommendations based on his or her experience and vantage point in the community.

**Length of term:** Three years, which may be renewed up to a maximum of three consecutive terms, pending approval of the board.

**Meetings and time commitment:**

* The board of directors meet approximately every six weeks normally on a Friday @ 10.30am (open meetings @ 10.00am) at The Swan Hotel, Embankment, Bedford. Meetings typically last 90 minutes.
* Board members are asked to attend no more than two special events or meetings per year, as they are determined e.g. AGM

**Expectations of board members:**

* Attend and participate in meetings on a regular basis, and special events if required, as able.
* Participate on a standing committee of the board, and serve on ad-hoc committees as necessary if required.
* Be alert to community concerns that can be addressed by BedfordBID mission, objectives, and projects.
* Help communicate and promote BedfordBID mission and projects to the community.
* Become familiar with BedfordBID finances, budget, projects and resource needs.
* Understand the policies and procedures of BedfordBID

**Qualities and experience**: List of qualities and attributes desirable in BedfordBID board members:

**Citizenship:** Board members must be a member of BedfordBID, a Bedford Town Centre Non Domestic rate payer and a ‘connected’ member of the businesses and local community.

**Integrity**. Board members are trust worthy and conscientious and can be relied upon to act and speak with consistency and honesty. Discussions in Board meetings are subject to Chatham House rules and Directors accept the principal of collective responsibility in respect of all decisions made.

**Accountability**. Board members accept responsibility for their functions and for their actions and operate with the highest standards of moral and ethical character and personal integrity. Board members remain independent and objective, while remaining dedicated to serving as a representative of the BedfordBID Company.

**Service and Commitment**. Board members faithfully attend board and committee meetings (if applicable) and special organisational events. Board members do their homework and come to meetings informed and ready to discuss agenda items. Board members maintain a personal commitment to the BedfordBID Business Plan.

**Enthusiasm**. Board members are eager to learn, willing to be team players and energetic in their service.

**Communication**. Board members give and receive information with clarity, attentiveness, understanding and perception.

**Knowledge**. Board members know the company’s Business Plan and understand how its programme and services support the company’s strategic plan.

**Diplomacy**. Board members represent the best interest of the company and mediate appropriately between the company and the community it serves.

**Focus**. Board members direct the company towards its goal without getting tied down in details or side tracked by non-critical issues.

**Judgement**. Board members apply common sense measured reasoning, knowledge and experience to all decision-making.

In return, the BedfordBID Company offers its board members the opportunity to be involved in the governance of the first Business Improvement District in the Country