

**BID**

Leicester

## DIRECTORS' HANDBOOK

**BID LEICESTER LTD**

COMPANY NUMBER 11082503



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# WELCOME TO BID LEICESTER

## DIRECTORS' HANDBOOK

This handbook brings together some key information for and about the BID Leicester Board and its governance, from the Business plan, the Articles of Association and policies and guidance from Companies House.

## BEING THE BEST

Firstly, there are a range of key tasks the Board needs to make sure are completed throughout the year:

- Review Membership/Governance arrangements annually
  - Hold equivalent of 5% - 20% of annual BID levy income in reserve
  - Hold Board meetings, ideally quarterly; full minutes, with actions, circulated within 14 days
  - Maintain a comprehensive risk register
  - Ensure that BID delivery is reviewed against Business Plan commitments
  - Ensure that BID levy payers have opportunities to feedback on BID projects and services
  - Conduct a comprehensive mid-term review (Year 3)
  - Start full 'renewal' planning 12 months prior to the ballot – what's next?
  - Be visionaries, innovators, entrepreneurs and leaders
  - Learn from each other, share experiences and engage with the wider team.
- Oversee BID company strategy and finances
  - File financial accounts within 6 months of year-end
  - Appoint a Board of Directors and Chair annually



## ABOUT THE COMPANY

BID Leicester is an independent, non-profit limited-by-guarantee company, governed by a board responsible to levy payers. The Board of Directors are volunteers and are led by a Chair.

Occupants of hereditaments or properties liable for levy payments to the BID will be entitled to request to Join the Board. Decisions on Board membership will be at the Board's discretion.

### ARTICLES OF ASSOCIATION

BID Leicester was registered at Companies House in 2017 under the 2006 Companies Act, as a company limited by guarantee and not having a share capital with company number 11082503. The Articles were updated in June 2023.

### THE BOARD

The Board will be responsible for the strategic and financial management of the BID.

The Board may set up smaller sub-committees if required, to allow proper scrutiny without the need to call a full Board meeting. The Board already uses 'Sponsorship Applications Panels' to review sponsorship proposals and 'Procurement Panels' to purchase specific products and services. This model could be widened to cover any financial / HR matters or new areas of delivery such as 'Green Projects'. These Sub-committees could be chaired by specific board members.

## The Business Plan 2023-2028

The Business Plan makes clear that the three key objectives of the BID are to:

- **CREATE A CLEANER, GREENER, SAFER, MORE ATTRACTIVE ENVIRONMENT**
- **RAISE LEICESTER'S PROFILE**
- **PROVIDE A STRONGER BUSINESS VOICE**

## BID ACCOUNTABILITY AND TRANSPARENCY

It is important the BID remains responsive to the needs of levy payers and its KPIs are measured and reported. Therefore, the BID will [BP p36]:

- Produce an annual report highlighting income and spend for the previous year and projected income and spend profile for the year ahead.
- Review the impact and effectiveness of the BID mid-way through the BID term
- Communicate monthly via e-newsletter to BID levy payers keeping them up to date, with projects and performance.
- File annual accounts compiled by independent accountants, audited as necessary, with Companies House. The accounts will be available to all levy payers,
- Hold an AGM for all members to express their views and ask any questions.

## TERMINATION OF DIRECTOR'S APPOINTMENT

In addition to the events terminating a director's appointment set out in Model Article 18, a person ceases to be a director as soon as that person has for more than six consecutive months been absent without permission of the directors from meetings of directors held during that period and the directors make a decision to vacate that person's office.

## BOARD MANAGEMENT [BP P36]

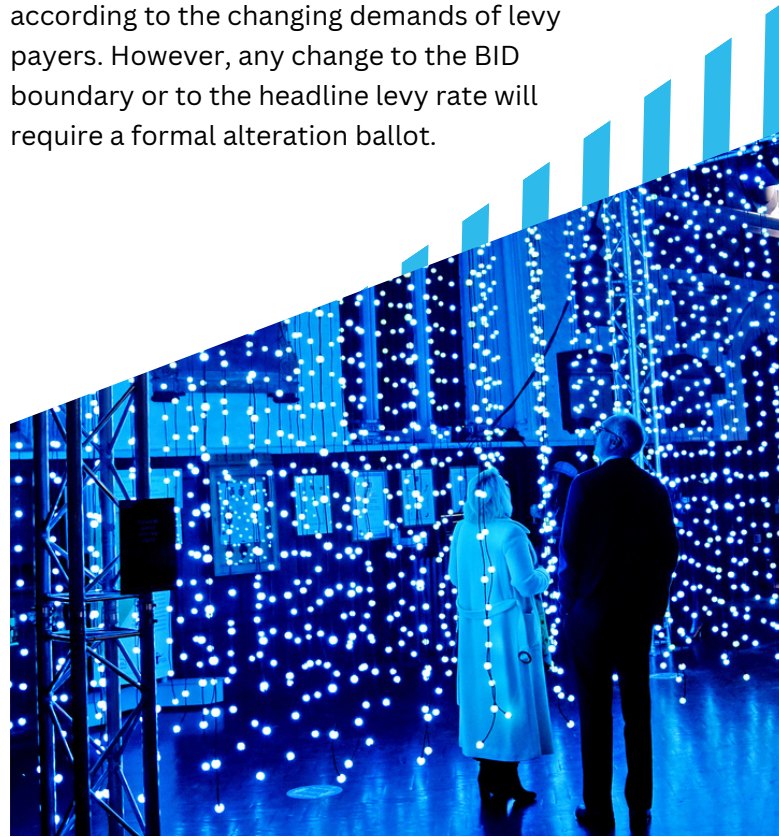
The Board will have a maximum of 12 members. The split of representation on the Board will be per sector based on their relative value across the BID area to ensure all interests are suitably represented.

The Board will be elected annually and confirmed at the AGM. The nominated representative of Leicester City Council will not be subject to the reelection process.

Each year the Board will appoint one of its members to act as Chair. The Board will meet quarterly as a minimum. The BID will employ a suitable management team which will be accountable to the BID Board.

BID project costs and timescales may be altered by the BID Board of Directors, as long as they remain in line with the overall BID objectives.

Provided that the BID is meeting its overall objectives and subject to consultation with the BID Board, it shall have the ability to vary service delivery and expenditure allocation according to the changing demands of levy payers. However, any change to the BID boundary or to the headline levy rate will require a formal alteration ballot.



# INTRODUCTION TO DIRECTOR ROLES AND RESPONSIBILITIES

This document has been approved for use by the Board of Directors of BID Leicester Ltd (the Company) pursuant to Article 18.1 of the Company's Articles of Association (Articles), namely that "The directors may make such rules as they consider necessary or convenient for the proper conduct and management of the Company".

These rules and responsibilities apply to the directors of the Company (the Directors) without prejudice to the statutory and common law duties of directors under the laws of England and Wales, including but not limited to those set out in section 172(1) of the Companies Act 2006 (the Act).



## RULES AND RESPONSIBILITIES

Where possible the correct sector/skills mix will always be accommodated by the election of an appropriate Director. However, if this is not possible, it will be provided either through co-option or attendance as an observer.

For the avoidance of doubt, any person attending as an observer will not be entitled to a vote at a meeting of the Board.

All Director positions are voluntary and there will be no remuneration except for agreed, reasonable and authorised expenses incurred on legitimate Company business.

All Directors must work in the best interests of the Company and its objectives, including but not limited to abiding by the standards set out in the Articles, and in addition, are required to treat the decisions of the Board of Directors made at duly convened board meetings as final and binding.

Candidates for appointment to the Board of Directors, as well as Directors themselves, must declare any conflicts of interest, whether in accordance with sections 175, 177 and 182 of the Act or otherwise. Any such conflicts that arise shall be dealt with in the manner set out in the Articles.

Candidates for appointment to the Board of Directors, as well as Directors themselves, are required to treat all communications and discussions of and relating to Company business, whether verbal or written, as confidential and not to be discussed, distributed or used in any way unless agreed by the Board.



# CODE OF CONDUCT FOR THE MEMBERS OF THE BOARD OF DIRECTORS

## RESPONSIBILITY TO THE BID COMPANY

In performing their duties as directors, members of the Board of Directors shall be responsible only to the BID Company. Members of the Board of Directors shall ensure that their action remains within the powers conferred upon them by or under the Statute and otherwise comply with the provisions of the Statute and the Directors Rules and Responsibilities as set by the BID Company. They acknowledge their responsibility to the BID Company.

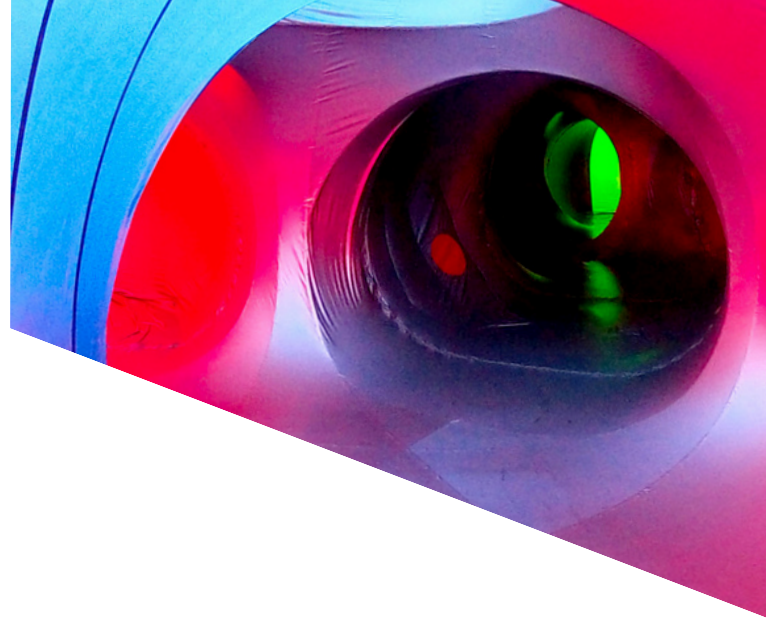
## APPLICATION OF CODE

Companies House provide a set of seven duties for a Company Director, and this Code of Conduct applies to the members of the Board of Directors of BID Leicester. It sets out the rules applicable in matters of professional ethics and behaviour.

Members of the Board of Directors shall discharge their duties professionally, with due diligence and efficiency and to the best of their abilities.

In discharging their duties to the BID Company, members of the Board of Directors shall, in particular, endeavour to:

- Comply with applicable laws and regulations and with BID Company rules, policies and guidelines.
- Only act in the interest of the BID Company, without allowing themselves to be influenced by personal interests or relationships.
- Avoid any situation which may give rise to a conflict of interest.
- Respect the obligation of confidentiality in respect of information received in the course of their duties and shall continue to be bound by this obligation after the termination of their mandate.
- Refrain from overstepping the powers conferred upon them.
- Respect the dignity and private lives of their colleagues, members of the other governing bodies of the BID Company, staff members and anyone whom they come in contact with during the discharge of their duties to the BID Company.
- Make use of the BID's name and resources only in the interest of the BID Company.





## **CONFLICTS OF INTEREST, DISCLOSURE AND OUTSIDE APPOINTMENTS**

Members of the Board of Directors shall also be duty bound to conduct themselves honestly and sensitively with respect to acceptance of certain functions, perquisites or assignments which could conflict with the knowledge acquired by them in the performance of their duties as Members of the Board of Directors. They shall continue to be bound by this obligation after the termination of their mandate.

Members of the Board of Directors shall not allow other direct or indirect professional relationships to affect in any way the conduct of their activities for the BID Company, and vice versa. Where a member of the Board of Directors– using his/her best judgement – comes to the conclusion that he/she may have a conflict of interest with regard to a decision taken by the Board of Directors, he/she shall immediately declare so to the Chair of BID Company.

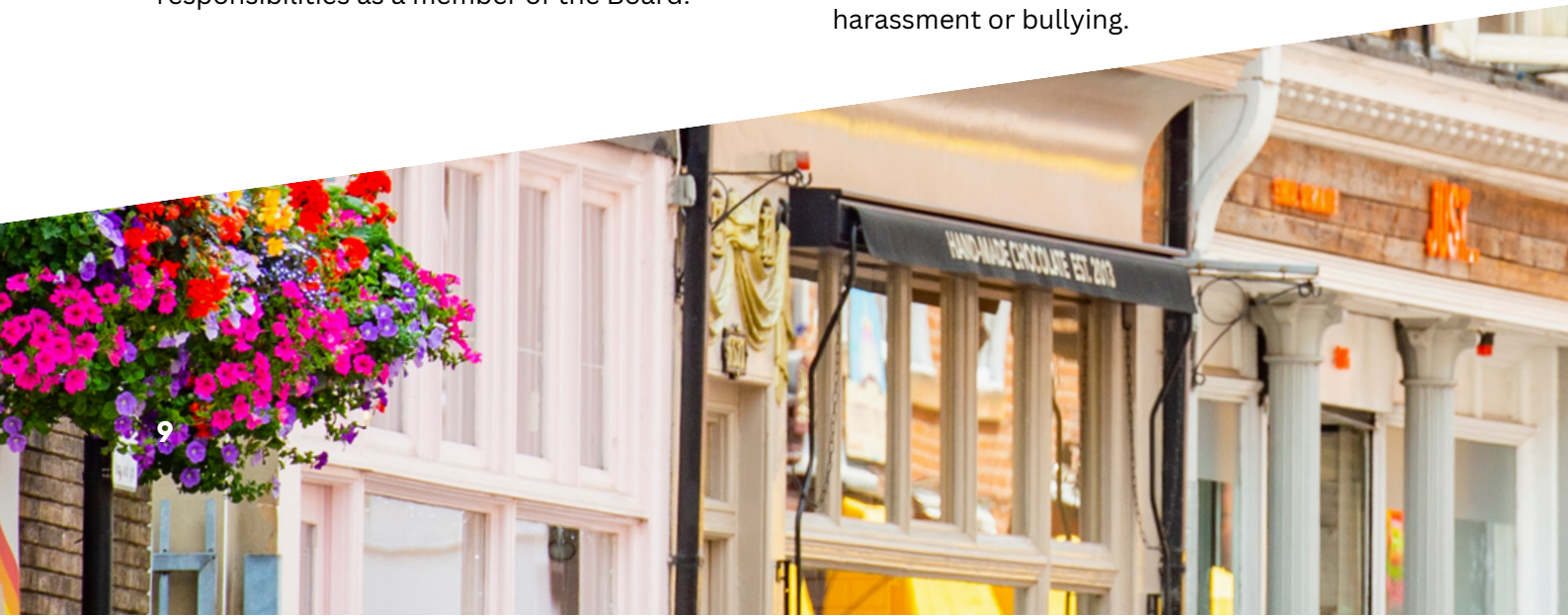
If members of the Board of Directors envisage to undertake an activity which may give rise to a conflict of interest as regards his/her duties and responsibilities as a member of the Board of Directors of the BID Company, he/she shall inform in writing the Chair which shall determine whether accepting such position would be compatible with his/her duties and responsibilities as a member of the Board.

A member of the Board of Directors having a conflict of interest concerning a decision to be taken by the Board shall declare it to the Chair of the Board meeting at the start of relevant meetings in the presence of other Board members, shall not communicate with other Board members about the decision, shall absent him/herself from the discussion of such operation in the Board and shall abstain from voting on such decision. Any such declaration concerning a decision of the Board shall be included in the minutes of the meeting.

## **RELATIONS WITH BID COMPANY STAFF AND GOVERNING BODIES**

In their dealings with BID Company staff, or with members of the BID Company's governing bodies, members of the Board of Directors shall refrain from any form of discriminatory, hostile or bullying behaviour.

They shall also refrain from exerting any pressure which might result in any infringement of regulations or deviation from procedures, for example in the management of the BID Company's assets, award of contracts, management of human resources or financial transactions. Company staff and directors have an obligation to inform the Chair and another director when they become aware of cases of discrimination, harassment or bullying.



## DIRECTOR CORRESPONDENCE

Communication via the company's online platforms and emails are to be treated as confidential. All communication with outside groups, businesses and individuals are to be passed through the Director to maintain a consistent brand message. The Director will take direction from the Chair and communicate on behalf of the Directors and Company. Papers pertaining to Board meetings will be circulated to Directors a week in advance of meetings.

## CONFIDENTIALITY

It is a condition of your appointment that you have a duty of confidentiality with regard to BID Leicester Ltd.

During the course of your Board appointment, you may find yourself in possession of sensitive information, the disclosure of which could be construed as a breach of confidentiality. It is a condition of your appointment that you have a duty of confidentiality to the Company, and you must not discuss any Company sensitive or confidential matter whatsoever with any outside organisation including the media.

Any such breach of confidentiality would be deemed as a breach of your appointment and could lead to your dismissal which will be managed by a subgroup of Board Directors under the direction of the Chair.

## DATA PROTECTION AND ACCESS TO INFORMATION

BID Leicester Ltd will comply with all statutory requirements of Data Protection law including the requirements of the General Data Protection Regulations (GDPR). Any personal or sensitive information on an individual which the Company holds is covered by this legislation. This includes emails. If you receive a subject access request, you should refer this immediately to the Director.

If you are a user of such information you need to be sure that you are not breaching any data protection rules when you store or use the information and when you write and send emails. This could include but is not limited to:

- Using data which has not been kept up to date
- Passing on or processing personal information about an individual without their consent.
- Keeping personal information longer than necessary.
- Sending personal information outside the country.

If any breach of data protection rules is discovered such as the leaking or hacking of personal or sensitive data, this should be reported immediately to the Director, and any immediate actions should be taken to close down such leaks. The Director will ensure this is properly investigated and the appropriate reporting actions are taken if necessary.

The following procedures are in place: <https://independentleicester.co.uk/wp-content/uploads/2019/10/Independent-Leicester-Privacy-Policy-300919.pdf> and the BID is registered at the ICO ZA903924.

# BID LEICESTER COMPANY FINANCE PROTOCOLS

## AUTHORITY

The Board of Directors (Board) is ultimately responsible for the financial management of all activities.

The Director is responsible for the day-to-day financial management of the organisation.

The Board authorises the Director to hire staff and independent consultants within the budgets agreed specifically by the Board for those purposes, pay bills, receive funds, and maintain bank accounts.

The Director is authorised to manage expenses within the parameters of the overall approved budget, reporting to the Chair of the Board of Directors on variances and the reason for these variances.

## PROTOCOLS

BID Leicester has a clear policy that sets out the procurement rules and procedures of the BID Leicester where procurement is taken to mean the acquisition of goods, services or works from a third-party supplier or contractor.

The intention of this policy is to ensure that BID Leicester has proper procurement procedures in place to protect the best interests of BID Levy payers in the delivery of those projects consistent with the organisation's stated objectives.

The following principles guide BID Leicester's procurement approach:

- Transparency – all documents and decisions will be recorded and kept in such a way as to ensure that the process can be seen to be fair and transparent.
- Equal treatment – all potential suppliers will have the same opportunity to quote for and supply goods and services regardless of where they are based. Awards of contracts will be non-discriminatory and not be based on geography, previous contractual arrangements etc.
- Proportionality – contracts or specifications will not require information that is not pertinent to the delivery of the goods and services being purchased.

All purchases and reporting go through the Savills ordering and invoicing system and in any and all events the final purchasing decisions rest with the BID Director, Chair or Board according to the financial thresholds documented in the procurement policy.



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