



## **Roles and Responsibilities of the Putney BIDCO Ltd Board**

### **1. The Company**

Positively Putney BID is the trading name for Putney BIDCO Limited, company limited by guarantee, company number 10231689. As a Business Improvement District, the Company receives the bulk of its income through its levy on business rate payers. These arrangements are governed by "The Business Improvement District (England) Regulations 2004" made pursuant to the Local Government and Housing Act 1989 and the Local Government Act 2003.

The BID's Business Plan was established by consultation with the business rate payers in the BID's area of Putney town centre and then approved by a ballot of those rate payers for a five-year period from 2022 to 2027. This followed the 2017 to 2022 BID term.

### **2. The BID Board**

2.1 The role of the BID Board is to ensure the smooth running of the Putney BIDCo Limited and the delivery of its projects. Directors are positive advocates of the BID process and the proposals of the Positively Putney BID as laid out in the Business Plan. Directors are appointed on a voluntary basis with 12 director's positions on the Board available at any one time.

2.2 The BID Board is made up of representatives of levy paying businesses and may include some non-levy payers, although always a minority. The make-up of the Board will be proportionate to and representative of the types and numbers of businesses paying the BID levy. Directors take account of the interests of all levy payers and not just those of their own business sector or geographical area.

2.3. In addition to the directors, appointments are also made of observers who while not having voting rights attend Board meetings, receiving Board papers, and are appointed on the basis that they will be positive advocates for the BID and be bound by the considerations that apply to directors including matters of confidentiality and conflicts of interest.

2.4 The board will be subject to annual re-election with confirmation at the Annual General Meeting. Between AGMs the directors can appoint levy paying business representatives as observers with the intention of becoming directors at the next AGM.

2.5 It is envisaged that the initial term of each Directorship will be three years to enable the BID company to become fully established. Thereafter a third of Directors will be required to retire each year. Volunteers will be sought first but if this does not produce the required number of vacancies the Board will select others to stand down using a fair and impartial process. Directors may stand for re-election if they wish. Elections will be publicised in advance to BID levy paying businesses and in the event that there are more individuals standing for election than seats available the current directors will vote. Should the result be tied, the Chairperson will have the casting vote.

### **3. Purpose of the BID Board**

3.1. The BID board's purpose is to oversee the strategic direction of the Business Improvement District, ensuring projects as outlined in the Business Plan are delivered within budget to meet the needs of the BID levy paying businesses and the Town Centre and making certain the BID performs its role effectively and fairly.



3.2 The BID Board advises on operational and service delivery issues, oversee performance measurement, and acts as the primary consultative body on BID services. It has responsibility for financial arrangements, contractual obligations, human resources, standards and compliance, and strategic direction.

3.3 Provided that the BID is meeting its overall objectives, the BID Board shall have the ability to vary service delivery and expenditure allocation according to the changing demands of levy payers. The BID Board make financial decisions based on the procurement policy. The minutes of Board meetings detail all decisions made on expenditure of the BID levy.

#### 4. Responsibilities of the BID Board / Directors

- To provide good governance including adopting best practice for BIDs, to ensure the BID company meets all its financial, legal and employment responsibilities.
- To ensure that BID levies are collected as set out in the Business Plan
- To ensure that the projects in Putney BID Business Plan are delivered effectively
- To monitor progress and report regularly to levy payers, voluntary contributors and other stakeholders
- To seek additional funding from stakeholders outside the BID area, those within the BID area but under the BID levy threshold and from other grant-making and/or sponsorship providers to enable the BID to fulfil its funding promises
- To elect a Chairperson
- To have overall responsibility for the approval of the draft BID Business Plan, as developed by the BID's staff team, for the start of each five-year term including for directors to individually engage with businesses in the consultation and ballot processes.

##### 4.1 Meeting arrangements and time commitments

Directors will meet at least quarterly, usually during normal day-time working hours. It is expected that, by committing to being a Director, each person will endeavour to attend every Board meeting in order to allow key decisions to be made efficiently and quickly. Should a Director miss two consecutive Board Meetings or attend fewer than 75% of Board Meetings in any one year, he/she will be removed from the Board. Meetings will normally be held in the town centre during the day at times to be agreed by the Board.

Directors are encouraged to attend BID organised events to support the BID team especially when relevant to their own business sector or location.

4.2. The Board has established two Committees (Finance, Employment) to which directors are appointed. These committees meet when appropriate.

4.3. Directors may also lead one of a number of subgroups set up to deliver specific projects, usually in an area where they have particular interest or expertise (e.g. marketing; street dressing, trade waste, group purchasing) and will keep the main board informed on progress. Such working groups may include people who are not directors. Any projects which fall outside the scope of the Business Plan must be discussed and agreed by the Board before decisions are made.



4.4. Directors should be able to offer some time per month to the BID, the time typically being used for reviewing information, carrying out investigation, overseeing projects and attending meetings. Some months may be busier than others.

4.5. Attendance statistics of directors at Board meetings is available on request from [info@positivelyputney.co.uk](mailto:info@positivelyputney.co.uk).

## 5.0 Accountability

All Board Directors are required to satisfy the criteria as laid out in Part 10 of the Companies Act 2006, particularly, sections 154 to 180. These can be found at [www.opsi.gov.uk/acts/acts2006/ukpga\\_20060046\\_en\\_13](http://www.opsi.gov.uk/acts/acts2006/ukpga_20060046_en_13)

Within Chapter 2 of Part 10 of the Companies Act 2006 attention is drawn to the general duties of directors (set out in sections 171 to 177)

- Duty to act within powers
- Duty to promote the success of the company
- Duty to exercise independent judgment
- Duty to exercise reasonable care, skill and diligence
- Duty to avoid conflicts of interest
- Duty not to accept benefits from third parties
- Duty to declare interest in proposed transaction or arrangement.

And that in the circumstances of Putney BIDCO Ltd, the effect of section 172 is to provide that the duty to promote the success of the company means that:

A director of a company must act in the way s/he considers, in good faith, would be most likely to promote the success of the company for the benefit of its members and beneficiaries (i.e. levy payers) as a whole, and in doing so have regard (amongst other matters) to—

- (a) the likely consequences of any decision in the long term,
- (b) the interests of the company's employees,
- (c) the need to foster the company's business relationships with suppliers, customers and others,
- (d) the impact of the company's operations on the community and the environment,
- (e) the desirability of the company maintaining a reputation for high standards of business conduct, and
- (f) the need to act fairly as between members and/or beneficiaries of the company.

The duty imposed by this section has effect subject to any enactment or rule of law requiring directors, in certain circumstances, to consider or act in the interests of creditors of the company.

Putney BIDCO Ltd upholds the “The 7 principles of public life” (often referred to as the Nolan Principles): <https://www.gov.uk/government/publications/the-7-principles-of-public-life>

1. Selflessness
2. Integrity
3. Objectivity
4. Accountability
5. Openness



6. Honesty

7. Leadership

#### 5.1 Register of all Pecuniary and Personal Interests

Board Directors are asked as a standing item at the beginning of every Board meeting if they have any pecuniary interests or conflicts of interest and it is minuted. If there is a conflict of interest Directors will leave the meeting for that agenda item.

#### 6.0 Preferred Attributes of a BID Director

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

Directors will need to make decisions based on the evidence presented to them to benefit all the levy payers and be prepared and able to defend their actions if challenged by BID levy paying businesses, the public or the media.

Experience of working in partnership is desirable but not essential as is a knowledge of the Putney BID area and the businesses and issues within it.

An ability to listen to opposing views of fellow Directors, BID levy payers and the public, to discuss matters and make decisions having considered all of the evidence presented to them is encouraged.

Directors need to be contactable and, in a position, to make decisions outside meetings as required from time to time and have the ability to read and understand sometimes complex subject matter, make deductions and comment appropriately.

Whilst most meetings will be held during the day, Directors should ideally be able to attend some evening meetings if required.

#### 6.1 BID Board Skills Mix

Between them, the directors on the board should bring a good mix of skills, including, but not limited to:

- Financial and commercial
- Project management
- Marketing and PR
- Management of the public realm
- Knowledge/experience of one or more of the business sectors in the BID area