

Skipton Business Improvement District Governance Structure

This document lays out the governance structure of Skipton BID and includes the Terms of Reference and Code of Conduct for Directors and Members.

Background

The vision of Skipton BID is to create a clean, attractive and vibrant town to live, work and visit. A town where businesses are supported to enable Skipton to be a thriving, vibrant town, where residents have pride, visitors want to visit and businesses chose to invest in.

Skipton BID will endeavour to

- Improve the economic opportunities for businesses in the town
- Increase footfall and spend
- Market the town to a local, regional and national audience

The fourth term BID Business Plan focuses on delivering the following three objectives:

- Safe and Welcoming
- Thrive and Grow
- Vibrant and Inspiring

Section 1 – Terms of Reference

BID operating principles

The BID is expected to operate at all times with regard to the following key factors:

1. To display a clear purpose towards fulfilling the requirements of the Business Plan
2. To act in a fair, open and transparent manner
3. To develop and report on clear outputs
4. To retain a strong focus on the activities, requirements and values of the BID

Roles and Responsibilities of BID Directors

The Directors of the BID play a fundamental role in the operation of the BID Company and have the following general responsibilities:

- The Board will provide a consistent, collective and effective voice for the businesses in Skipton. They will safeguard the interests of levy payers by ensuring that the business operates in line with the BID plan as voted in November 2023.
- The Board will ensure that the development of action plans address the objectives of Skipton BID Business Plan within the agreed budgets and work towards achieving the vision and its related strategic objectives.
- The Board will monitor and review the progress of the BID Business Plan to ensure that it is within budget to ensure it works towards the vision, objectives and activities identified in the Business Plan and does not deviate from it.
- The Board will promote the successes of the BID company
- The Board will represent the interests of all businesses in the area.
- BID Board Members are encouraged to become objective champions
 - The Objectives are identified within the BID Business Plan. The role of a champion will be to act as an advocate and provide constructive support to the BID Manager. They will champion the objective and the BID to other businesses and stakeholders.
- Board Members will assist the BID Manager to ensure delivery against the Business Plan and maintain a clear focus on the delivery of the Business Plan
- Board Members will ensure high-quality financial and procurement practices are followed
- Board Members will communicate regularly with all levy-payers
- Board Members must attend a minimum of 3 meetings a year and the AGM.

The Role of the Chair and Vice Chair

The Chair is expected to provide leadership of the BID Board while ensuring their effectiveness. Their role is to:

- lead the Board in the fulfilment of its role and adherence to its terms of reference.
- ensure that the BID Company Board leads the BID in the fulfilment of the vision, aims and objectives and its activities identified in the BID Business plan and not deviate from it.
- ensure that meetings of the Board are efficient and productive, all agenda items are covered within the appropriate timescale.
- ensure that all Directors wishing to make a contribution to discussions are given an opportunity to do so.
- clarify matters and minimising confusion by ensuring that issues are properly discussed, decisions arrived at and action points agreed.

The role of the Vice Chair is to:

- support the Chair in their role.
- substitute for the Chair in their absence in meetings of the Board

Section 2 – Code of Conduct

The purpose of this Code of Conduct is to develop and agree ground rules of acceptable behaviour by Board members and to guide them on the standards of conduct and accountability, which are expected of Board members involved in Skipton BID.

1. Board members must not discriminate against people they come into contact with during their work for or on behalf of Skipton BID on the basis of their ethnic origin, gender, sexuality, religion, disability or age.
2. Directors should conduct themselves in a manner which does not damage or undermine the reputation of Skipton BID Ltd, or its staff individually or collectively and should not take part in any activity which is in conflict with the objects or which might damage the reputation of Skipton BID Ltd. This includes conduct on social media and all communication regarding the Skipton BID.
3. A significant part of Skipton BID work is undertaken at meetings. It is therefore important that Board members adhere to common ground rules that foster a conducive and productive atmosphere at meetings. The effectiveness of these meetings is critical because they will be the principal decision making tool of the Board. Board members should:
 - (i) Prepare themselves for meetings by reading the paperwork before attending.
 - (ii) Address contributions to the meeting through the Chair by seeking the Chair's attention for permission to speak and should desist from having meetings within meetings.
 - (iii) Have regard to others and their contributions and shall at all times be respectful to them by not interrupting their contributions even if one disagrees with their viewpoint.
 - (iv) Directors should bring a fair- and open-minded view to all discussions of the Board and should ensure that all decisions are made in the company's best interests.
 - (v) Confidential information or material (relating to users, beneficiaries, members, staff, commercial business, etc.) provided to, or discussed at a Board meetings must remain confidential and within the confines of the Board and must not be discussed outside meeting. If a Director is found to be leaking confidential information this would be classed as an instant dismissal from the Board.
4. All Directors must follow the Nolan Principles
 - a. Selflessness – Holders of public office should act solely in terms of the public interest. They should not do so to gain financial or other benefits for themselves, their family, or their friends.
 - b. Integrity – Holders of public office should not place themselves under any financial or

other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.

c. Objectivity – In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

d. Accountability – Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

e. Openness – Holders of public office should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

f. Honesty – Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

g. Leadership – Holders of public office should promote and support these principles by leadership and example.

Conflict of interest:

It is a requirement of good governance that there is a formal written procedure for the avoidance of conflicts of interest. This covers Board members, partners and members of the Skipton BID Team. This applies in particular to decision-making as it relates to project appraisal /approval. Where a conflict of interest exists or potentially exists, a declaration of interest should be made to the Chair of the appropriate meetings. Examples of conflict of interest include where an individual or a connected person stands to gain financially from a decision made by the Board.

This recognises that many individuals represent numerous groups and organisations so a potential conflict of interest exists, Board members should clarify their position with the Chair.

The Chair will ensure that there is a formal opportunity to identify and declare conflicts of interest at the start of each meeting. Where a conflict of interest exists or potentially exists, a declaration of interest should be made to the Chair.

Acceptance of Appointment to the BID Board

In accepting the invitation to become a Board member of Skipton BID Limited (The BID), I confirm that I understand the roles and responsibilities of becoming a BID Director :

Sector Representation:
.....

The statement below gives a true and balanced view of my credentials for being a member of the Board, and of the contribution that I believe I can make as a member of the BID Board:

.....
.....
.....
.....

- I am not aware of any reason why I should not be a member of the BID Board, including any interests that are, or that could be construed as being, in conflict with my membership.
- I am not aware of any circumstances whereby my membership of the BID Board might reasonably be expected to bring the BID or the BID Board into disrepute.
- I will make reasonable efforts to contribute to the work of the BID as outlined in the Business Plan and in accordance with the BID Board Terms of Reference, specifically by attending meetings, contributing my specialist information and knowledge to the Boards deliberations, and acting as an Ambassador for the BID

Signed:

Name in capitals:

Date

This Code of Conduct should be read in conjunction with the BID Articles of Association