



The Swansea BID 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/she supports the aims and objects of the BID Company and wishes to take an active part in the support of the BID Company with his/her application for Directorship approved by resolution of the Board.

Directors are expected to:

1. Regularly attend board meetings and important related meetings.
2. In the event that a Director fails to attend three consecutive meetings without prior notice nor good reason, the Board may remove the Director and appoint an alternative Director.
2. Makes serious commitment to participate actively in sub-committee/working group work/projects, 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 budgets, operational and strategic planning efforts.

Purpose:

To work with the BID Chief Executive to oversee the delivery of the business plan, operational/strategic projects and the efficient running of the company as well as the general promotion of the Swansea BID so as to support the Company's principal activity.

Principal Activity:

Working with the Chief Executive be responsible for the management of the BID company 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.

***Major responsibilities:** Working with Chief Executive

- Financial management, including adoption and oversight of the annual budget
- Oversight of operational 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 Swansea BID Company. Each member is expected to make recommendations based on his or her experience and vantage point in the community.*

Length of term: Five years (BID Term), which may be renewed pending approval of the board subject to renewal.

Meetings and time commitment:

- The board of directors meet approximately every month on a Thursday @ 8am at The Dragon Hotel, The Kingsway, Swansea. Meetings typically last 60 minutes.
- Board members are asked to attend no more than two special events or meetings per year, as they are determined e.g. Open Stakeholder Meeting.

Expectations of board members:

- Attend and participate in meetings on a regular basis, and special events if required, as able.
- Participate and serve on ad-hoc working groups as necessary, if required.
- Be alert to community concerns that can be addressed by Swansea BID mission, objectives, and projects.
- Help communicate and promote Swansea BID mission and projects to the community.
- Become familiar with Swansea BID finances, budget, projects and resource needs.

Qualities and experience:

Citizenship: Board members must be a member of Swansea BID in being a BID Levy 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 Swansea BID Company.

Service and Commitment: Board members faithfully attend board and committee/working group 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 Swansea BID Business Plan and yearly strategic plans.

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 strategic plans and understand how its programme and services support the company's over arching objective/mission statement to help make the BID area a better place to live, shop, visit, stay and do business.

Diplomacy: Board members represent the best interest of the company and mediate appropriately between the company and the community/business 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 Swansea BID Company offers its board members the opportunity to be involved in the governance of the Swansea Business Improvement District company helping improve the economy and vibrancy of the BID area.