



Terms of Reference for RTWT Board Directors

Overview of RTWT Business Improvement District

Royal Tunbridge Wells Together CIC is a BID Company and Community Interest Company (the **BID Company**). It will act as an economic development champion for the town of Royal Tunbridge Wells and will deliver the Royal Tunbridge Well BID Business Plan 2019-2024.

The BID Business Plan sets out the proposed activities of the BID Company over the five year life of the BID. This includes initiatives under the following themes:

- Business Support
- Events
- Promotion & Marketing
- Accessibility

In accordance with the BID Company's Articles of Association, a Board of Directors will oversee the activities of the BID as set out in the Business Plan.

The BID Board of Directors

No person shall be appointed a Director of the BID Company unless they are an authorised representative of a levy paying business. Non-levy payers cannot appoint Directors to the Board of the BID Company. No person shall be appointed as a Director unless he/she supports the aims and objectives of the BID Company as set out in the Articles of Association and he/she wishes to take an active support in delivering the vision for the town set out in the BID Business Plan.

Purpose of the Board

The purpose of the Board is to oversee the delivery of the BID Business Plan and run the BID Company efficiently in support of its principal activities. The Board will provide direction for any BID Company employees.

Major Responsibilities

The major responsibilities of the Board are as follows:

- Formulation and oversight of policies and procedures

- Financial management including adoption and oversight of the annual budget
- Oversight of programme and project planning and evaluation
- Review of organisational reports
- Promotion of the BID Company
- Communication and outreach to levy payers and other stakeholders

Meetings and Time Commitment

The Board will meet on a regular basis, usually at a frequency of six weekly intervals, at a specified venue within the town centre of Royal Tunbridge Wells, or remotely via video conferencing. Meetings will typically last 90 minutes.

If a Director is unable to attend a meeting of the Board, they shall be entitled to appoint an alternate Director in their place to vote on their behalf. Attendance of an alternate Director in the place of a Director must be communicated to the Chair [one week] in advance of the meeting taking place.

Representation of Businesses

The BID Company will seek to ensure that the Directors on the Board are representative of the wide range of business interests across the town centre. Every effort will be made to ensure that relevant sectors and geographical areas of the town have representation, for example across the following sectors:

- Independent & Multiple Retail
- Food & Beverage
- Accommodation Providers
- Professional Services
- Cultural Organisations
- Charities
- Local Authority

Directors will be expected to canvas and represent the views of other levy paying businesses within their sector/geographic area, in order to understand the effectiveness of the BID and its activities.

Chair & Vice-Chair

The Board will elect a Chairperson and a Vice Chairperson who will be responsible for the smooth running of Board meetings. The Chair / Vice Chair will not be a Tunbridge Wells Borough Council representative, in order to ensure the BID is business led.

Other Roles

The Board will seek to include a Director that will have the skills and experience to provide advice and oversight on financial and budgetary matters for the BID Company.

Tunbridge Wells Borough Council (the Local Authority) will be represented by one Director (Councillor) with voting rights and one Observer (Officer) with no voting rights.

Expectations of Board Directors

The following are the expectations of all Directors of the BID Company:

- Attendance and participation in planned Board meetings on a regular basis and extraordinary meetings as required
- Familiarity with and support for the aims and objectives of the BID as set out in the BID Business Plan 2019 - 2024
- Familiarity with business issues and concerns within the town centre that can be addressed by the BID
- Familiarity with the BID finances and staff resources
- Good understanding of BID policies and procedures
- To act as BID Ambassadors

Non Attendance at Board Meetings

Board Directors who miss three meetings in a row will be asked if they wish to remain on the Board or if they wish to resign. In the event they wish to remain a commitment to improve attendance at meetings would be expected.

Application for Directorship

Applicants for Directorships will be required to complete a "Board Director Application Form". Applicants will be expected to have read the BID Business Plan 2019 – 2024 and to have read and be able to agree to the Board Terms of Reference, as set out in this document.

Declaration

I confirm that I have read and understood the Terms of Reference and the expected role of a director for the BID Company:

Print Name.....

Signature.....

Business Name.....

Date.....