



Building and Managing an Effective Board for St Albans BID Ltd

The Chair

The Chair will lead the board, set its agenda and ensure that it is an effective working group at the head of the company. He/she must promote a culture of openness and debate, is responsible for effective communication and must ensure that all board members receive accurate, timely and clear information.

Chairman and BID Manager positions should not be held by the same person;

“There should be a clear division of responsibilities at the head of the company between the running of the board and the executive responsibility for the running of the company’s business. No one individual should have unfettered powers of decision”.

By contrast, the BID Manager has responsibility for the day to day management of the company and putting into effect the decisions and policies of the board.

The Executive Committee

Another critical element in board effectiveness is a functioning executive committee. In the case of St Albans BID Ltd this currently comprises the Chair and BID Manager. There is scope to increase participation if the company structure increases its formality and appoints chairs of sub-committees.

The Executive Committee plays three critical roles: planning the agenda of board meetings, making decisions on behalf of the full board, and serving as a communication link with other company-led groups.

- **Planning the agenda of board meetings** - it is the responsibility of the Executive Committee to meet regularly before board meetings to develop the board meeting agenda.
- **Making decisions on behalf of the full board** - in between the regular meetings of the board, the Executive Committee, during its own meeting, is able to make decisions that can't wait for the next regular board meeting or on matters that the full board has delegated authority to the Executive Committee. In both cases, the Executive Committee receives its authority from the full board and needs to report on its decision-making at the subsequent meeting of the board.

- **Serving as a communication link with other members of the board** - in order to be effective, the board must foster communication among its members in between regular meetings. The Executive Committee must facilitate this.

To facilitate its work, the Executive Committee should meet on a regular basis. For example, the board holds its regular meetings on a quarterly basis, the executive committee could also meet quarterly in between the regular board meetings.

When the Chair and BID Manager meet they should identify agenda items that:

- can be appropriately handled by the Executive Committee itself (based on past practice as well as relevant board policy) and so become action items;
- those items that would be appropriate for executive committee discussion and/or referral to the full board as action items or as information items. These should be referred with recommendations for future action by the board.

Roles and Responsibilities of the Board

The St Albans BID Ltd Board has the following broad areas of responsibility:

(1) Setting the company's values and standards

The Board will need to uphold and develop the brand of the company which should reflect the type of Business Improvement District company that we are seeking to be. It should also look to develop policies and principals that govern the way in which the company builds partnerships and collaborates with others.

(2) Providing entrepreneurial leadership

The Board has the opportunity to define what the City centre will become over the next few years – at a time of great economic uncertainty. The City requires a vision to build upon its vitality and viability. This must be clear and relevant to a broad range of stakeholders. In order to achieve this, the Board must think creatively and be entrepreneurial in its leadership so that it maintains its “delivery agency” status and does not simply become a talking shop.

(3) Setting strategy and policy development

The Board should respond to, and where appropriate initiate, City centre operational policy that falls outside of statutory liabilities. Policy development should consider enforcement capabilities and practicalities to ensure that there is a consistency and integrity in the policy so that it is trusted by stakeholders. It is suggested that sound policy development on behalf of the BID company should facilitate conversations with the public sector about delegated responsibilities.

(4) Ensuring that the human and financial resources are available to achieve objectives

The BID will evolve over the five-year term and so the Board should ensure that the business model is suitable to cope effectively with the pressures of project delivery and partnership collaboration. This should include staffing resources but also adequate consideration of company mechanics such as premises and professional support.

(5) Reviewing management performance

The Board will need to ensure that the Key Performance Indicators for the company are SMART and are reviewed regularly. There will need to be a commitment from stakeholders (especially if relevant to Board member organisations) to contribute information so that an overview of the performance of the City can be monitored.

(6) Fundraising and development of support

The Board will be expected to act as ambassadors for the company and to promote the interests of the company in appropriate situations when acting outside of the Board. This should include pursuing interests around fundraising and new collaborative partnerships.

Board Structure

The Board comprises a mix of seats in order to seek a balance of big organisations and interested parties from the wider business community:

Stakeholders

Stakeholder Seat: St Albans City & District Council (Local Authority)

Stakeholder Seat: St Albans City & District Council (Elected Member)

Stakeholder Seat: St Albans Cathedral

Maltings Shopping Centre (Large Retail)

Christopher Place Shopping Centre (Large Retail)

Galio (Small Retail)

Rock Pop Candy (Small Retail)

Rumball Sedgewick (Professional Services)

SA Law (Professional Services)

Debenhams Ottoway (Professional Services)

Dylans Kings Arms (Hospitality, Food & Beverage)

It is suggested that the Board should comprise no more than 15 people in total. This gives scope to add one or two co-opted members or to expand the Board to look at increasing the representation of specific sectors.

A balanced Skill-set

The profile of the Board should be reviewed regularly. It is suggested that the Board is broadly representative of the business sector in the BID Area but that a dynamic skill-set of committed individuals is equally important. It is also critical that the BID company considers how it can engage, and represent effectively, ethnic minority businesses.

Nomination, Recruitment and Retention

The Board was originally nominated and recruited at the commencement of the BID. Businesses in the BID Area can become members of the BID company, which will entitle them, upon acceptance, to nominate Board members when a vacancy arises. It will also entitle them to attend the company AGM.

It is suggested that the Stakeholder positions are fixed for the length of the first BID term (five years), after which they will be reviewed, during BID renewal discussions. These organisations can nominate their sole representative but such representative must be approved by the BID. Positions on the Board are limited to an individual representing an organisation and cannot be transferred to other individuals within that organisation. Should an individual leave the employment of an organisation, the Board seat will become vacant and re-election procedures will apply. This will apply even if the individual takes up a position in a comparable organisation within or outside the BID area.

It is suggested that the free seats will retire by rotation every two years, providing an opportunity for new member representation. Existing Board members will be able to stand for re-election.

Expectations of Board Members

A memorandum of understanding for Board members is appended which serves as a job description and a clarification of board responsibilities.

Maintaining Board Effectiveness

It is important that the Board retains focus so that it can be effective in a role different to that of the company professionals. This should include the following:

- a resistance to micro-management;
- objective assessment of Board composition;
- monitoring of Board member performance;
- functional sub-committee structure;
- strategic direction.

The Committee Structure

St Albans BID has developed a robust structure of sub-committees to oversee the core strands of work. This allows individual directors to pursue areas of personal interest more deeply and will provide additional feedback from external parties, outside of the Board structure.

Work has been undertaken to establish three sub-committees as follows:

1. Appearance: Infrastructure and Environment
2. Leisure: Events and Destination Management
3. Business: BID office and Management
4. Awareness: Communications
5. Network: External Lobbying and Support

For each sub-committee, the BID will develop Terms of Reference, external co-opted members and accountability to the Board. There is an aspiration to secure patronage from recognised experts that can support the evolution of key projects. The relevant sub-committee will be the primary vehicle for managing these relationships.

Board Member Commitment

Directions: Read this commitment pledge, sign it and return it to the BID Manager. If you have any questions about the responsibilities you'll be assuming, discuss them with the Chair or BID Manager.

I will exercise the duties and responsibilities of this office with integrity and care and agree:

1. To establish as a high priority my attendance at all meetings of the board and subcommittees on which I serve.
2. To come prepared to discuss the issues and business to be addressed at scheduled meetings, having read the agenda and relevant background material.
3. To work with and respect the opinions of my peers who serve this board, and to leave my personal prejudices out of all board discussions.
4. To always act for the good of the BID company when acting in the capacity of its representative and to use opportunities to promote its work when acting in the capacity of my normal role.
5. To represent the BID company in a positive and supportive manner at all times and in all places.
6. To observe procedures, and display courteous conduct in all board and sub-committee meetings.
7. To refrain from intruding on administrative issues that are the responsibility of management, except to monitor the results and prohibit methods that conflict with board policy.
8. To avoid conflicts of interest between my position as a board member, my work and personal life. If such a conflict does arise, I will declare that conflict before the board and refrain from voting on matters in which I have conflict.
9. To support in a positive manner all actions taken by the Board of Directors even when I am in a minority position on such actions.
10. To agree to serve on a sub-committee should it prove beneficial to the objectives of the BID company. If I chair the board or a sub-committee I will:
 - call meetings as necessary until objectives are met
 - agree the agenda with the BID Manager and ensure that the agenda and support materials are mailed to members before meetings and that papers are available on-line (Dropbox)
 - conduct the meetings in an orderly, fair, open and efficient manner
 - make committee progress reports/minutes available to the board at its scheduled meetings
11. I agree to resign my position as a board member if:
 - I find myself unable to carry out the above duties to the best of my abilities
 - I miss two Board meetings without prior apology
 - My role within the stakeholder organisation that I represent is no longer complementary or relevant to the objectives of the BID company
 - My two-year tenure as a free business seat representative has elapsed (although I understand that I can seek re-election)

Board member's signature

Board Member Self-Evaluation Form

Your name: _____

Are you satisfied with your performance as a board member in the following areas: (tick below)

	Very good	Adequate	Needs work
Input in policy development and decision-making	[]	[]	[]
Committee participation	[]	[]	[]
Fund-raising	[]	[]	[]
Community outreach	[]	[]	[]
Other	[]	[]	[]

If other, please specify:

What factors contributed to your performance or lack of performance in the areas above: (please be specific)

Here is what I would need from the organisation to maintain/increase my level of board commitment:

Do you have any other comments or suggestions that will help the board increase its effectiveness: