

1.0 Name

- 1.1 The name of the body will be known as the **Manor Royal BID Company** also referred to as 'MRBD', 'MRBD Limited', 'the Manor Royal BID', 'the BID', 'the BID Company' or 'the Company'.
- 1.2 These terms of reference refer to the strategic and operational bodies of the BID, the Board and Management Group respectively, and their relationship with the associated Working Groups that will have their own terms of reference. A structure diagram is contained in Appendix 1.

2.0 Aim

- 2.1 To implement and deliver the Manor Royal ('MR') BID Business Plan (hereafter referred to as 'the Plan') as voted for in original the BID Ballot of April 2013 and at subsequent BID Renewal Ballots.
- 2.2 MRBD Limited is a legal entity set up as a not-for-profit BID Company, limited by guarantee. It will be legally and operationally responsible to the businesses in the BID area for all BID activities and will act on their behalf in accordance with the Plan.
- 2.3 The vision stated in the Plan is: "For Manor Royal to be widely regarded as the place where companies and people choose to be for the strength of its business community and the quality of its trading and working environment."

3.0 Principles

- 3.1 Members of the Board, Management Group and associated Working Groups agree to work together to actively achieve its aims by:
 - a) Working to deliver the Plan through a process of joint agreement and action
 - b) Working in partnership in the spirit of openness, trust and mutual respect
 - c) Undertaking to work with due regard to best and safe practices.
 - d) Undertaking work that balances economic, social and environmental factors in order to create a sustainable business community
 - e) Achieving best value for Manor Royal businesses and the commitment of time or any other resources they or partners make for the improvement of the Business District
 - f) Establishing effective means of communicating and engaging with the whole Manor Royal Business District and other relevant partners.
 - g) Ensuring adherence to equal opportunities and non-prejudicial behaviour and conduct.
 - h) Encouraging partners and stakeholders to operate efficiently and effectively in response to the needs of the Business District.
 - i) Nurturing a sense of coherence and belonging among Manor Royal businesses to develop a better connected business community.
 - j) Not pursuing individual interests to the detriment of MRBD or the Manor Royal Business District as a whole.
 - k) MRBD will be non-party in Politics and non-sectarian in Religion.
 - l) All roles on the Board, Management Group and specific working groups will be voluntary and undertaken with a commitment to represent the interests of all businesses in the BID area.

- 3.2 MRBD is committed to identifying business needs and ambitions and enabling projects to be delivered by:
- a) Influencing change
 - b) Attracting investment (internal and external)
 - c) Linking two or more parties to deliver a common goal.

4.0 The role of the Board

- 4.1 To administer the operation of the MRBD Ltd and to ensure that all legal, financial, contractual and corporate obligations of MRBD Ltd are met and an annual audit, review and report are undertaken and communicated to the businesses of the BID area.
- 4.2 To monitor and review the progress of the Plan to ensure that it is within budget to ensure it works towards the vision and objectives of the Plan.
- 4.3 The role of the Chair is to:
- lead the group in the fulfilment of its role and adherence to its terms of reference.
 - ensure that meetings of the Board are efficient and productive, all agenda items are covered within the appropriate timescale.
- 4.4 The role of the Vice Chair is to:
- support the Chair in his or her role.
 - substitute for the Chair in his or her absence in meetings of the Board.

5.0 Board Membership

- 5.1 The Board will be made up of the following (extract from the Articles of the Company):
- 5.2 Unless otherwise determined by the Board from time to time, the Board shall be between 3 and 9 people and shall comprise the following:
- up to 7 individuals representative of BID Members and who shall at any time represent more than one half of the Board;
 - up to 2 individuals representative of partnership organisations including but not limited to West Sussex County Council and Crawley Borough Council (“Local Authority Directors”) and shall at no time represent more than one third of the Board;
 - up to 2 individuals representative of the Voluntary Members (the “Voluntary Member Directors”) and shall at no time represent more than a third of the Board;
 - up to 2 such individuals who, in the view of the Board, have particular skills or experience which will assist the Company to promote its Objects (the “Independent Directors”) and who shall at no time represent more than one third of the Board;
- 5.3 Chair and Vice Chair to be elected at each AGM immediately after the election of Directors to stand for one year. The Chair will remain in post until the re-election of his or her successor and will therefore Chair and govern the proceedings at the Annual General Meeting until the point of succession. (refer to the Articles of the Company for more details).
- 5.4 One third of the Directors (except the Local Authority Directors who shall be exempt from the retirement by rotation within the company Articles) will be retired by rotation and new Directors elected in accordance with the articles of the company.
- 5.5 Term of office will normally be for one year subject to re-election.
- 5.6 The Board will meet at least four times per year.

5.7 The Board may, at their option, invite such persons as they choose to attend some or all board meetings as observers or advisers provided that such persons shall have no voting rights.

6.0 Role of the Management Group

6.1 To manage and support the implementation of the Plan within budget and determine priorities.

6.2 To support the Board in securing funding from a variety of sources including public and private sector contribution, revenue generation from sponsorship of specific activity.

6.3 To support the Board in contract selection and monitoring

6.4 To help bring together stakeholders from all aspects of business in Manor Royal to work in partnership and co-ordinate their activities towards the BID vision, ensuring regular, accurate two-way flow of information between MRBD Ltd and these other Manor Royal stakeholders.

6.5 To lead by example and encourage all members of the wider Manor Royal to become involved in influencing and shaping the future of their business environment and supporting the BID objectives.

6.6 There will be one Chair and one Vice Chair to be elected at its first meeting following the AGM immediately after the election of the Board Directors. The Chair and Vice Chair will remain in post until the re-election of his or her successor. In the event of a Chair or a Vice Chair stepping down from the role or being removed, then members should appoint a replacement as soon as practical.

6.7 The role of the Chair is to:

- be a Director of the Board to act as a link between the Management Group and the Board
- lead the Management Group in the fulfilment of its role and adherence to its terms of reference.
- encourage all Management Group members to be actively involved in the support of the delivery of the Plan and the fulfilment of its objectives
- work closely with and support the Executive Director in identifying opportunities to optimise value for money and further the fulfilment of the Plan.
- ensure that meetings are efficient and productive, all agenda items are covered within the appropriate timescale.

6.8 The role of the Vice Chair is to:

- support the Chair in his or her role.
- substitute for the Chair in his or her absence in meetings of the Board.

7.0 Management Group membership

7.1 The Management Group will be made up predominantly of business representatives from a cross-section of non domestic rate paying businesses operating in the Manor Royal BID area as defined by the Plan and shall include the Executive Director.

7.2 Individuals from other organisations, including local authorities, with particular skills or experience that will assist the Company to promote its Objects can be invited to be members.

7.3 There should be open invitation to anyone from businesses which meet the criteria above to join the group and attend meetings on the following basis:

- The maximum size of the group should be no more than 15 people of which no more than 2 people should be advisors or observers to the group.
- The group should have a broad representation from across business sectors and the geography of the BID area. Members must determine and agree the balance and make-up of the group themselves. Any final decision on membership will be at the discretion of the Chair and Vice Chair.
- Members should commit themselves to attend on a regular basis and a minimum of meetings over a period of one year. If a representative member is unable to attend a meeting, a substitute can attend in his / her place but they must be fully briefed, and able to fulfil all representative responsibilities during that meeting.

7.4 The arrangements for meetings of the Management Group are:

- The Management Group will meet between four and six times per year.
- Meetings will last no longer than two hours.
- The quorum at a meeting shall be five members
- All Management Group members will have one vote. Decisions will be made by a simple majority save for an alteration to the terms of reference or a move to dissolve the Management Group. The Chair shall have a second or casting vote in the event of equality of votes.
- At the start of any meeting, Management Group members must declare any conflicts of interest for any item on the agenda to be discussed, and this must be recorded in the minutes.
- No Management Group member shall vote on any issue concerning a matter in which he or she has directly or indirectly an interest or duty, which is material, and which conflicts or may conflict with the interests of MRBD Ltd.
- Decisions required between meetings can be solicited via e-mail (or in writing) with responses required from not less than five Members, and must include either the Chair or Vice Chair.
- Guests to attend meetings may be invited by the Chair, a Vice Chair but will not have a vote.
- The Chair will approve the agenda. Any Management Group member may submit items no later than 1 week prior to the meeting date.
- The Chair of any Management Group meeting will ensure that minutes are kept of proceedings, which will include entries recording any decisions made. Minutes from each previous meeting must be checked for accuracy and maintained as a record.

8.0 Working Groups

8.1 Working Groups can be formed and disbanded on the basis of need as agreed by the Management Group and/or Board.

8.3 The Working Group is ultimately responsible to the Board, who in all matters are the primary decision making body of MRBD Ltd.

8.4 Working Groups will have their own terms of reference.

9.0 Spokesperson

9.1 Someone from the Board should be nominated to act as the key spokesperson for the MRBD Ltd in press and media relations, although this may change from time to time by agreement depending on availability or the matter being commented on.

10.0 Inclusion and equality

10.1 MRBD Ltd will seek to undertake its activities in an inclusive manner, and will encourage participation from all areas of society irrespective of age, sex, sexual orientation, race, nationality or Political or religious or other opinion.

11.0 Affiliations

11.1 MRBD Ltd may join, support or affiliate to other initiatives when it is deemed necessary in the realisation of its objectives. Affiliations will be agreed by the Board.

12.0 Records

12.1 Records of meetings and the annual report will be available from the Manor Royal web site as soon possible after the date of the meeting.

13.0 Disqualification and removal of members

13.1 A member of MRBD Ltd can be disqualified or removed if:

- a member of MRBD Ltd fails to attend three consecutive meetings without the agreement of a majority of the other members, the MRBG shall have the right to terminate the membership to MRBD Ltd of that member and request an alternative representative to be nominated.
- in the opinion of MRBD Ltd members, he or she has committed an act of gross misconduct, acted in a manner which is contrary to these terms of reference or any act which is likely either directly or indirectly to bring MRBD Ltd into disrepute.
- MRBD Ltd's decision is confirmed by a two-thirds majority of those present and voting at the meeting the MRBD Ltd member will be disqualified. In this event the decision of MRBD Ltd voting members will be final.

14.0 Delegated powers

14.1 Official purchase orders to be raised in advance of goods/services being acquired. The person requesting the order must ensure that the budget will cover the expenditure.

14.2 The authority to raise an order must be approved by an authorised signatory consistent with agreed spending authority limits.

14.3 The agreed spending authority limits are:

- Up to £5k; Executive Director
- £5K plus; Approval from at least two authorised signatories, one of which must be either the Chair or a Vice Chair.

14.4 It is the responsibility of the person receiving the goods/services to verify that they have been received in good order and that payment should be made. The invoice must match to the order.

14.5 The Executive Director should certify that the invoice matches the order, that it is a "proper" invoice, that the VAT is calculated properly and that the invoice adds up correctly.

14.6 Where cheques are raised the invoices are to be attached to cheques and presented to signatories for signing.

14.7 A separate Procurement Policy covers the purchase of goods and services.

15.0 Disposals

15.1 All disposals shall be approved by the Board and shall not be at less than open market value.

16.0 Alteration to the terms of reference

16.1 No alteration or addition shall be made to the Terms of Reference, except at a meeting of the Board which has sufficient members present to act as a quorum.

16.2 No alterations or amendments to those terms referring to the operation of the Management Group can be made except by making a recommendation to the Board. Recommendations to change such terms must first have been passed at a Management Group meeting with at least five members voting in favour and where at least fourteen days notice is given to all members prior to the meeting before approval by the Board can be given.

17.0 Memorandum and articles

17.1 All other arrangements will be governed by the company's memorandum and articles the law of England.

Document title: MRBD Ltd Terms of Reference

Version	Issue date	Comments
1.0	20/11/2013	First release
2.0	20/11/2018	Second release following renewal. New logo introduced. Section 1 amended. Paragraphs 2.1 and 2.3 amended to reflect 2018 renewal. MRBG changed to MRBD Ltd throughout. Meeting frequency of the Management Group changed from "at least 6 times per year" to "between four and six times per year".

Chair of the Manor Royal BID Company

Name ...Trevor Williams.....

Signed ...*Signed at Board meeting* .

Date07/12/2018.....

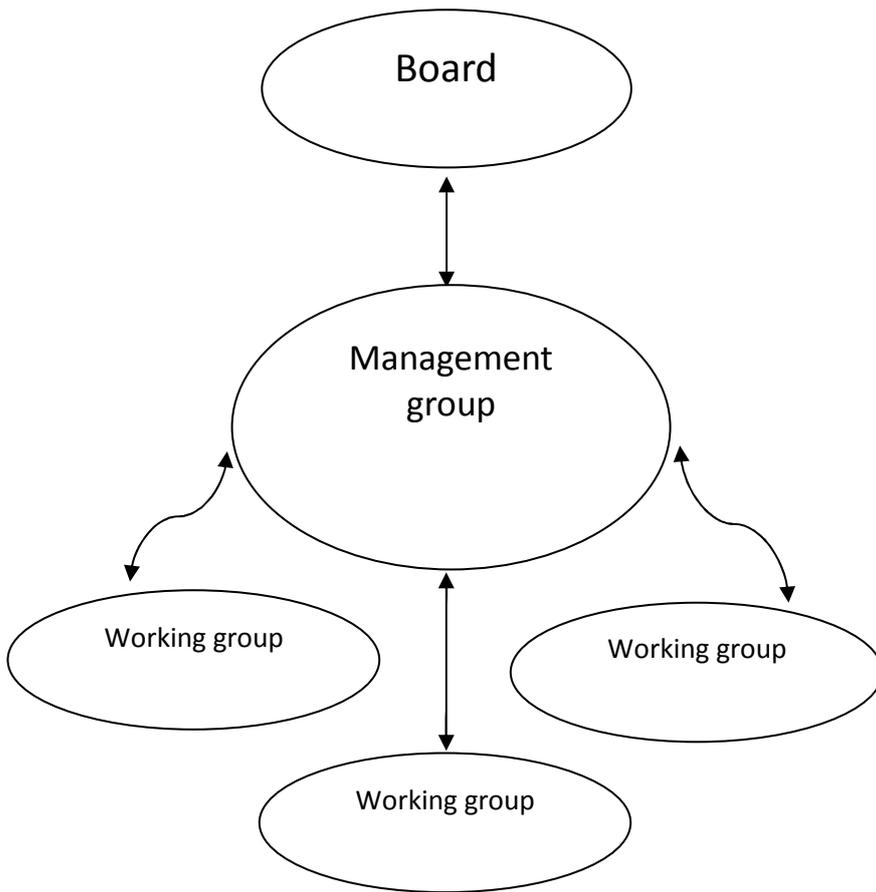
Board Member of the Manor Royal BID Company

NameKeith Produm.....

Signed *Signed at Board meeting* ...

Date07/12/2018.....

Appendix 1: MRBD Organisational Chart



Board*

Made up of 3-9 people. BID members to comprise at least half. Responsible for finance and governance. Meets quarterly.

Management Group*

Ideally no bigger than 15 people, predominantly made up of business representatives. Responsible for operational matters and oversight of project delivery. Meets four to six times per year.

Working Groups*

Established as required on a project-by-project basis. These can be task and finish groups or longer standing groups as necessary. They have delegated responsibility for detailed project delivery and meet as frequently as the project demands

*At the discretion of the Board, such persons may be invited to attend some or all board, management group or working group meetings as observers/advisers provided that such persons shall have no voting rights.