



Acton BID Interim Board

New Director Pack

January 2019



Acton BID Interim Board and Director Protocols

Formation of the Acton BID Interim Board

At the ballot held in July 2018, eligible business ratepayers voted in favour of the proposal to establish a Business Improvement District (BID) for Acton. As stated in the BID Proposal documents¹, the BID will be managed by a new, not-for-profit, Acton BID company, with its own accounts and director membership open to nomination and election from all eligible BID levy-paying businesses.

One of the first tasks in setting up the Acton BID company is to appoint a Board of Directors. The intention is for the BID to begin operations in October 2018 therefore and for the first year, an Interim Board will be appointed through a nomination application process administered by Ealing Council. Following this, in October 2019, an Annual General Meeting (AGM) will be held where there will be an opportunity for new board members to be nominated and elected. The Interim Board will consist of a maximum of 16 directors.

In order to become a member of the Interim Board, interested business members are required to complete and submit the attached Nomination Form. Completion and submission of this form does not automatically guarantee a seat on the Board of Directors. To ensure a fair representation across the geographical areas of the BID and to ensure that a range of relevant sectors and skills are represented on the Board, candidates will need to set out their experience and their commitment to ensuring the success of the Acton BID. As Ealing Council was the authority responsible for preparing the Acton BID business plan and holding the ballot, it will assist with the initial set-up of the company including appointment of the Interim Board members.

If the number of nominees exceeds the proposed number of Directors' seats, then a ballot may be held. This should only be necessary to select between candidates representing specific sectors which are over-represented, for example, if 4 nominees are from South Acton Industrial area but there are just 3 seats allocated for this area then a ballot will be held to select 3 Directors from the 4 candidates (refer below). If required, voting will be determined by simple majority at an Acton BID meeting to which all BID members will be invited.

¹ Acton BID Proposal and business plan documents can be viewed and downloaded at: www.actonbid.co.uk

Purpose of the Board

The Acton BID Board will initially be composed of up to 19 Directors². It will be accountable for:

- Upholding and promoting the vision and four objectives of the BID;
- Delivering the objectives of the BID Business Plan efficiently and effectively; and
- Promoting the mutual and active support of businesses and partners.

This is a voluntary role, as none of the Directors will receive any remuneration. The Board is committed to meeting at least 4 times per year with meetings anticipated to last no more than two hours and held at times carefully planned to maximise attendance and minimize any inconvenience.

To ensure effective delivery of the four themes within the Business Plan, four sub-committees will be set up. The sub-committees may meet more regularly than the Board. Sub-committee chairs will be elected to lead these groups.

The Board will be steered by a Chairs Group. This will consist of the Chair, Finance Director, BID Manager and the four sub-committee chairs.

The rules governing the conduct of BID Company Directors will be set out in the Acton BID Company Articles of Association³ – copy enclosed.

Composition of the Board

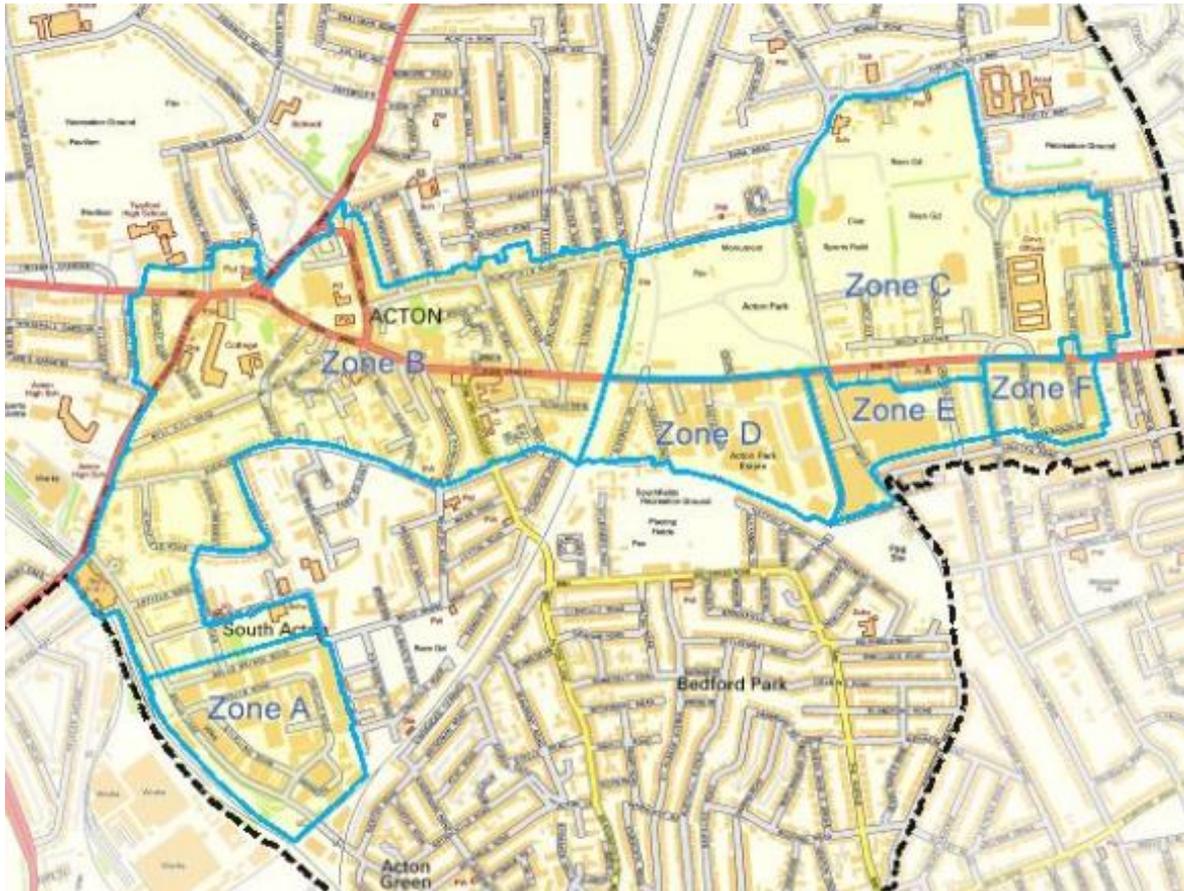
The Acton BID Board should comprise a broad cross-section of BID levy-paying businesses, organisations and individuals from a variety of sectors and geographical locations within the BID area.

Acton BID Zones

To ensure there is a fair representation of directors across all areas of the BID, the following Zones have been created. The Zones have been defined where there are existing sub areas (e.g. South Acton Industrial area) and according to the broad nature of businesses located within it (e.g. Zone B is primarily retail sector businesses). The suggested number of Director seats allocated to each of the Zones are based on the ratio of the total Rateable Value (and therefore BID Levy income raised) in that area.

² This may, at the discretion of the Board, be extended to 18 by co-opting up to 2 additional Directors.

³ The Articles of Association is currently in draft format, version 1.1, and is subject to final amendments by a BID legal adviser.



Ideally the elected Directors of the Board should represent the following:

Location	Map reference	Maximum number of seats	Type of Representatives
South Acton Industrial area	Zone A	3 places	Independent Retail National Retail Industrial Entertainment, Hospitality and Leisure Public Sector Commercial and Office Pubs and Bars Shopping Centres Property Education, Health and Third Sector
Town Centre and Gunnersbury Lane area	Zone B	7 places	
The Vale and North of The Vale area	Zone C	1 place	
Acton Park Industrial area (including Mansell Road)	Zone D	2 places	
Warple Way area	Zone E	2 places	
Cowley Road area	Zone F	1 place	
	total	16 places	

A maximum of 3 additional Stakeholder Directors can also be proposed and elected by the other board members.

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.

General Roles and Responsibilities of the Board

The BID Board has the following broad areas of responsibility:

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.

Providing entrepreneurial leadership

The Board has the opportunity to define what the BID area will become over the next few years – at a time of great economic uncertainty. The area requires a vision to build upon its vitality and viability. This must be clear and relevant to a broad range of stakeholders. The BID was voted in to deliver a set of objectives included in the Business Plan. 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.

Setting strategy and policy development

The Board should respond to, and where appropriate develop and review, policy that facilitates the smooth and effective operations of the company in line with statutory liabilities.

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 has the right resources for project delivery and partnership collaboration. This should include staffing resources but also adequate consideration of company mechanics such as premises and professional support.

Reviewing management performance

The Board will need to ensure that the Key Performance Indicators for the company are SMART (Specific, Measurable, Attainable, Relevant and Time-bound) 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 area can be monitored.

Fundraising and development of support

Board members 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.

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.

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.

Specific Roles

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.

The Finance Director

The Finance Director will work closely with the Chair and other members of the Chairs Group and will oversee the financial aspects of the company. This involves working with the BID Manager and advising and making recommendations to the Board.

The above positions will be elected by Board Members and will not be held by the same person. No one individual should have unfettered powers of decision.

BID Manager

The BID Manager has responsibility for the day to day management and financial monitoring of the company, leading on the delivery of the Business Plan and putting into effect the decisions and policies of the Board.

Sub-Committee Chairs

Four Sub-Committee Chairs will be responsible for leading the following Sub-Committees:

- Safe and Clean Sub-Committee
- Accessible and Attractive Sub-Committee
- Better Connected and Active Sub-Committee
- Strong Voice and Business Support Sub-Committee

The Chairs' Group

Another critical element in the Board's effectiveness is a functioning Chairs' Group. In the case of the Acton BID, this comprises of Chair, Finance Director, BID Manager & Sub-Committee Chairs.

The Chairs' Group 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 strategic partners.

- Planning the agenda of Board meetings - it is the responsibility of the Chairs' Group 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 Chairs' Group, 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 Chairs' Group. In both cases, the Chairs' Group 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 Chairs' Group must facilitate this.

To facilitate its work, the Chairs' Group should meet on a regular basis. For example, if the Board holds its regular meetings on a bi-monthly basis, the Chairs' Group might also meet bi-monthly 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 Chairs' Group itself (based on past practice as well as relevant Board policy) and so become action items;
- those items that would be appropriate for discussion by the Chairs' Group 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.

The Committee Structure

It is essential to have a robust structure of Sub-Committees to oversee core elements of work. This will allow individual Directors to pursue areas of personal interest more deeply and will provide additional feedback from external parties, outside of the Board structure.

Work will be undertaken to establish the following Sub-Committees:

- Safe and Clean Sub-Committee
- Accessible and Attractive Sub-Committee
- Better Connected and Active Sub-Committee
- Strong Voice and Business Support Sub-Committee

For each Sub-Committee, there will be 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 – Memorandum of Understanding

Please 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 represent the BID company in a positive and supportive manner at all times and in all places.
2. 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.
3. To establish as a high priority my attendance at all meetings of the Board and Sub-Committees on which I serve.
4. To come prepared to discuss the issues and business to be addressed at scheduled meetings, having read the agenda and relevant background material.
5. 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.
6. 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.
7. To observe procedures and display courteous conduct in all Board and Sub-Committee meetings.
8. 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.
9. 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.
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 or agreed BID officer and ensure that the agenda and support materials are mailed to members before meetings and that papers are available,
 - conduct the meetings in an orderly, fair, open and efficient manner,
 - make Sub-Committee progress reports and 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 50% of Board meetings within a 12 month period without valid reason;
 - My role within the stakeholder organisation that I represent is no longer complementary or relevant to the objectives of the BID company.

Board member's signature

Date



Acton BID Director Application Form 2018

Please return to
 Andrea Laffey, Ealing Council, 4th Floor (NE), Perceval House, 14-16 Uxbridge
 Road, Ealing W5 2HL. Or return by email to: laffeya@ealing.gov.uk

Candidate Details	
Candidate name: (Must be, or be a representative of, an eligible business rate payer)	
Business name: (Must have premises within the Acton BID area)	
Business address:	
Telephone no:	
Email address:	

Please tick which box outlines the sector you represent:

- Independent Retail
- National Retail
- Industrial
- Entertainment, Hospitality and Leisure
- Public Sector
- Commercial and Office
- Pubs and Bars
- Shopping Centres
- Property
- Education, Health and Third Sector

Please tick which box represents the zone where your business is located:

- Zone A: South Acton Industrial area
- Zone B: Town Centre and Gunnersbury Lane area
- Zone C: The Vale and North of The Vale area
- Zone D: Acton Park Industrial area (including Mansell Road)
- Zone E: Warple Way area
- Zone F: Cowley Road area

Why do you wish to stand?

In no more than 250 words, please explain your reasons for nomination and why you are committed to the success of the BID.

Please indicate if you are interested in the following roles:

- Chair
- Finance Director
- Chair of Safe and Clean Sub-Committee
- Chair of Accessible and Attractive Sub-Committee
- Chair of Better Connected and Active Sub-Committee
- Chair of Strong Voice and Business Support Sub-Committee

In no more than 250 words, please provide details of the skills and experience you feel would bring to the Acton BID Board

A large, empty rectangular box with a thin black border, intended for the applicant to provide details of their skills and experience.

Register of interests

Please complete the table below, adding extra rows, if needed.

In particular please list any companies/organisations of which you are a Director or Trustee or employee whether paid or unpaid.

Name of company or interest	Position held	Company registration number	Shareholding (if any)	Is the position paid or unpaid?	Dates involved

Name _____

Signature _____

Date _____