

# **Chairman of the Board of Directors for BedfordBID**

## **OVERVIEW**

The Chair sets the Board's tone and direction as well as its performance culture. He or she creates the appropriate environment for full engagement by all members of the Board, drawing out opinions and shaping discussions of sensitive issues. He/she ensures that issues are discussed, performance is assessed, and timely and effective contributions are encouraged with a cohesive team in which all parties are aware of their responsibilities and boundaries. An effective Chair establishes an open and honest relationship with the DoO based on mutual trust and understanding.

The primary role is to run the Board efficiently and be a brand Ambassador. If stakeholders are not happy, they should be able to talk to The Chair. To promote dialogue, be humble and modest when appropriate. Listen and adopt an open minded stance and be open to challenge.

## **Terms of reference for the Chairman of Board of Directors of the BedfordBID Company**

### **I. GENERAL**

- a) The Chair shall be appointed every five years by the Board of Directors with a review in year two or as Directors may require if deemed appropriate.
- b) The Chair shall chair meetings of the Board of Directors. In the case of co-Chairs, if applicable and are appointed, they shall reasonably agree to share this responsibility, ensuring that both have an equal opportunity to chair such meetings. Where a Vice-Chair has been appointed, this individual will normally chair such meetings in the absence of the Chair, and on other occasions as agreed with the Chair.
- c) The Terms of Reference for The Chair of the Board shall be reviewed periodically.

### **II. RESPONSIBILITY FOR BOARD MEETINGS**

- a) The Chair shall, preside at all Board meetings and shall be responsible for the conduct and procedures to be followed at Board meetings and who may be present in addition to the Directors and Secretary.
- b) The Chair shall ensure the Board is properly organized, functions effectively and meets its obligations and responsibilities.
- c) The Chair shall be responsible for setting agendas for Board meetings and ensuring that adequate time is given for a discussion of each agenda item.
- d) The Chair shall fully consider the requests of Directors in connection with determining the content of Board meeting agendas.
- e) The Chair shall ensure that Company management provides the Directors with timely and sufficient information in respect of each agenda item so that Directors may properly understand each agenda item and the decision which is required.
- f) The Chair shall ensure that the Directors are made aware of information and educational opportunities to allow them to keep aware of industry, economic and other trends which may have an impact upon the Company.

### **III. BOARD, COMMITTEE AND DIRECTOR EFFECTIVENESS**

- a) The Chair shall encourage debate among Directors at Board meetings by drawing out the views and contributions of all Directors and ensuring that disagreements are aired and resolved.
- b) The Chair shall work to build Board unity, consensus and solidarity.
- c) The Chair shall ensure Committee functions, once agreed, are carried out and reported to the Board.
- d) The Chair shall, in conjunction with appropriate committees, review and assess director attendance, performance and compensation and size and composition of the Board.
- e) The Chair shall evaluate the Board's effectiveness and implementation of improvements including conducting peer reviews.) The Chair shall participate in orientation and mentoring of new Directors.
- g) The Chair shall participate in ongoing formal and informal communication with and among Directors and facilitate effective communication between Directors and Company management.
- h) The Chair shall provide guidance to the Board to ensure consideration of interests of various stakeholders of the Company.

### **IV. LEADERSHIP**

- a) The Chair shall provide leadership to the Board of Directors by demonstrating integrity and ethical leadership, by creating a climate of trust, candour and openness and by championing proper corporate governance.
- b) The Chair shall, at the request of the DoO (Director of Operations), assist in representing the Company in general industry and community context.
- c) The Chair shall respond as appropriate to stakeholder concerns regarding governance issues or other matters relating to the Board.
- d) The Chair shall work with the DoO to ensure effective relations with members of the Board, stakeholders and the public.
- e) The Chair shall be the principal sounding Board, counsellor and confidant for the DoO; provide advice to the DoO; communicate with the DoO regarding concerns of the Board and stakeholders.

### **V. AUTHORITY**

The Chair do not have delegated authority for any budget that will be invested in the BedfordBID programme by levy payers. This responsibility remains with the Board of Directors under the direction of the BID mandate/agreed business plan.

### **VI. APPEARANCE**

Good grooming and a tidy appearance is essential. Whilst casual dress when working within the Chair's organisation may be appropriate, a more formal approach is required when representing BedfordBID. This is particularly especially at an external meeting or social engagement to present BedfordBID to the best possible advantage.

## **VII. INVOLVEMENT OF OTHER BOARD MEMBERS**

Outside of meetings of the Board of Directors, the Chair shall ensure that other members of the Board participate in other BedfordBID-related events, both as presenters and as conveners/hosts. Such events include, for example, the BID2BID Breakfasts. This is to ensure that other Directors feel empowered and included in the BID in a substantive way, as well as to ensure that the face of the BID does not become associated with any one individual. In addition, this is crucial as the BedfordBID is all inclusive with members ranging from retail to non-retail as well as day and night time economy so all must feel they have a voice in the BID.

## **TERMS OF REFERENCE FOR THE CHAIRMAN OF THE BOARD OF DIRECTORS BEDFORDBID COMPANY LTD**

Established: November 2015

First revision: