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**Keighley BID Governance Structure**

This document lays out the governance structure of Keighley BID and includes the Terms of Reference and Code of Conduct for Directors and Members.

Implemented November 2024

**Background**

The aim of the Keighley BID is to develop Keigley town centre into a thriving destination, that delivers a vibrant, safe and clean experience for consumers and a prosperous environment for business. The BID is business-driven and brings together a wide range of organisations, from multiple retailers and independent shops to pubs, hotels and restaurants. The BID also involves partner organisations from the public sector.

The BID Business Plan focuses on delivering improvements in the following three main project areas of:

1. A Promoted & More Vibrant Keighley

2. A Safer, Cleaner and Greener Keighley

3. A Supported Business Community

**Section 1 – Terms of Reference**

**BID operating principles**

1. The BID is expected to operate at all times with regard to the following key factors:
2. To display a clear purpose towards fulfilling the requirements of the Business Plan
3. To act in a fair, open and transparent manner
4. To develop and report on clear outputs
5. To retain a strong focus on the activities, requirements and values of the BID

**Responsibility of BID Directors**

* The Directors of the BID play a fundamental role in the operation of the BID Company and have the following general responsibilities:
* To act within their powers
* To promote the success of the BID company
* To exercise independent judgement
* To exercise reasonable care, skill and diligence
* To avoid conflicts of interest
* Not to accept benefits from third parties
* To declare interests in proposed transactions or arrangements of the BID company
* To be transparent in their decision making

Directors also have a key role to:

* Supervise BID staff to ensure delivery against the Business Plan, whilst upholding best-practice as employers
* Represent BID levy-payers
* Ensure high-quality decisions are made
* Maintain a clear focus on the delivery of the Business Plan
* Ensure high-quality financial and procurement practices
* Communicate regularly with all levy-payers in a democratic, transparent and accountable manner

**Section 2 – Code of Conduct**

**1.0 Purpose:** The purpose of this Code of Conduct is to develop and agree ground rules of acceptable behaviour by Board members and BID members and to guide them on the standards of conduct and accountability, which are expected of Board members and other individuals involved in the Keighley BID.

This Code is designed to assist the Board as a whole, and all associated groups, to function efficiently, and to understand, what conduct is expected of individuals when they are operating as a member of the Board and its committees and sub-committees and any other meeting which takes place under the auspices of the Keighley BID.

This Code has been developed in line with the **NOLAN PRINCIPLES** outlined below and seeks to recognise that:

Any Board is made up of a diverse set of individuals with varying and sometimes conflictinginterests, motivations, expectations and characters.

Any Board is made up of a diverse set of individuals with varying but potentially similar interests, motivations, expectations and characters.

**2.0 General principle:** As a general principle all Board members and BID members involved in the Keighley BID are expected to conduct themselves whilst on BID business in a manner that is consistent with the NOLAN principles of public office. In essence, they need to:

* Be **Selfless** by taking decisions solely in terms of the interest of Keighley BID and not in a manner to gain financial or other material benefits for themselves, their family, or their friends.
* Have **Integrity** by not placing themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties for or on behalf of Keighley BID.
* Be **Objective** whilst carrying out Keighley BID business. This includes making appointments, awarding contracts, or recommending individuals for rewards and benefits, thus ensuring that they make choices on basis of merit.
* Be **Accountable** for their decisions and actions with regards their role in transacting Keighley BID business and must submit themselves to whatever scrutiny is appropriate to their office.
* Be as **Open** as possible about all the decisions and actions that they take in relation to working for and or acting on behalf of Keighley BID.
* Be **Honest** by declaring any private interests relating to Keighley BID business and should take steps to resolve any conflicts arising in a way that protects Keighley BID interest.
* Demonstrate effective **Leadership.** Board members and BID members should promote and support these principles through exemplary leadership.

**3.0 Equality of opportunities:** Board members and BID members must not discriminate against people they come into contact with during their work for or on behalf of Keighley BID on the basis of their ethnic origin, gender, sexuality, religion, disability or age.

Board members will give each other and everyone else with whom they as Board members come into contact equal recognition, opportunity and respect regardless of any perceived differences.

Keighley BID fully comply with the Equality Act 2010. A copy of Keighley BID's Equality, Diversity and Inclusion Policy is available on request.

In all the work of Keighley BID this will be demonstrated by:

* Challenging any assumptions being made about a person or a group of people.
* Challenging any judgements being made about a person or group of people.
* Preventing and challenging discrimination against any person or group of people on the basis of any perceived differences between them and others.
* Promoting equal opportunities and our values to our partners and all those with whom we work.

**4.0 Behaviour**

**4.1 Behaviour during meetings:** A significant part of Keighley BID work is undertaken at meetings. It is therefore important that both Board members and BID members observe and adhere to common ground rules that foster a conducive and productive atmosphere at meetings. The effectiveness of these meetings is critical because they will be the principal decision making tool of the Boards and the principal method of wider community and partner involvement. Board members and BID members should therefore:

1. Prepare themselves for meetings by reading the paperwork before attending.
2. Not seek to prosecute personal disputes or misunderstandings with other members at meetings nor make comments that may amount to personal attack against another individual.
3. Address contributions to the meeting through the Chair by seeking the Chair’s attention for permission to speak and should desist from having meetings within meetings.
4. Have, at all times regard to their responsibilities to equal opportunities in their acts, remarks and contributions to discussions in meetings.
5. Have regard to others and their contributions and shall at all times be respectful to them by not interrupting their contributions even if one disagrees with their viewpoint.

**4.2 Behaviour outside meetings:** It is equally important that as ambassadors of the Keighley BID, Board members and BID members conduct themselves outside meetings with the same degree of integrity by:

1. Keeping confidential all information and data which may be confidential, and which is disclosed to them in the course of their work for Keighley BID. They must therefore never use confidential information for their personal advantage or the advantage or disadvantage of anyone known to them or to the disadvantage or discredit of the Keighley BID.
2. Owning collective decisions even if they had an alternative opinion to the consensus decision reached by the meeting.
3. In communicating information to third parties such as Government offices or the media, seeking to be apprised in advance by the Keighley BID Team so as to put across a coherent message to third parties.
4. Declaring any gifts or hospitality (above £25) they are offered in connection with their role with Keighley BID.

**4.3 Understanding of roles and responsibilities:** Members must at all times understand and respect the roles of individuals and groups working for or on behalf of Keighley BID namely:

1. **Staff:** The staff in the Keighley BID Team including their day to day work and management are the responsibility of the Chair. Board members may make requests on issues relating to the work of the team to the Chair and must not by-pass this route by issuing direct instructions to staff.
2. **Chair and Vice Chair:** These are key roles within the Boards and Keighley BID with responsibility for keeping order in meetings and making sure that the agreed rules and conduct are followed. Their role extends to clarifying matters and minimising confusion by ensuring that issues are properly discussed, decisions arrived at and action points agreed. They must also ensure that members wishing to make a contribution to issues at meetings are given an opportunity to do so. From time to time this may oblige them to act in the capacity of an independent referee.

The Chair is the guardian of the core values of the Board and Keighley BID and is expected to provide leadership, representing the Keighley BID as a whole as a figurehead and, by understanding the strengths, weaknesses and dynamics of the Board, ensuring the effectiveness of the Board as a team.

The Chair is responsible for:

* Ensuring that Board and Keighley BID is sticking to its mission and is on course with its priorities.
* Developing the capacity and effectiveness of the Board and of individual Board members and supporting their personal development.

The Vice Chair is responsible for supporting and assisting the Chair and for assuming the responsibilities of the Chair in the Chair’s absence or at the Chair’s request.

**Chairing of meetings:** The person chairing a meeting has the following specific responsibilities for the conduct of the meeting:

* Keeping order and making sure that the agreed rules of conduct are followed.
* Minimising any sense of confusion, frustration or disadvantage by ensuring that the agenda is properly covered, that jargon is not used or is explained and that individuals understand the debate and what decisions are required and why.
* Making sure Board members have enough information in good time to be able to perform their role.
* Making sure that everyone who wants to contribute is encouraged to do so.
* Summarising the decisions taken and the action points which arise from this.
* Acting as an independent referee when required.
* Keeping to the timings for the meeting and where appropriate for individual items.
* Keeping discussion focused on the agenda.
* Managing the conditions of the meeting, e.g. taking account of the attendance of observers, advisers, staff and other people who are not Board members, and ensuring that the setting for the meeting is conducive to its purpose.

1. **Board members (the Board collectively):** The Board’s function is to decide the strategy, policies and overall direction of the work of Keighley BID within the budget, legal and statutory framework and other relevant BID Legislation criteria set for its operation.

Additionally, the Board is accountable for matters affecting compliance with terms on which the BID Levy and other funders have made funds available to Keighley BID.

Generally, the Board is responsible for considering, debating and resolving all matters brought to it for decision.

1. **Board members (individually):** Individually, Board members are responsible for:

* Declaring any interests as required by this Code of Conduct.
* Attending training as may be necessary.
* Attending meetings, training sessions and other Board functions and sending apologies when this is not possible.
* Keeping themselves informed of issues affecting Board business and reading papers circulated in advance of meetings such they understand the issues that will be discussed.
* Taking part in Committees and/or sub-committees and carrying out functions delegated to them by the Board.
* Recognising that decisions delegated by the Board are equivalent to full Board decisions.
* Representing the Board rather than a separate group or interest.
* Upholding Board decisions.

**5.0** **Conflict of interest:** It is a requirement of good governance that there is a formal written procedure for the avoidance of conflicts of interest. This covers Board members, partners and members of the Keighley BID Team together with connected persons including members of the same household. This applies in particular to decision-making as it relates to project appraisal /approval, and to the extent that it is within the Keighley BID’s remit, and the letting of contracts. Where a conflict of interest exists or potentially exists, a declaration of interest should be made to the Chair of the appropriate meetings. Examples of conflict of interest include where an individual or a connected person stands to gain financially from Keighley BID’ decision.

Any interest of the individual or a member of the household or a related company or organisation etc. would be covered by this pecuniary interest’s category. For example, where a project approval or decision on the letting of a contract would benefit an individual directly or an organisation or company the individual was involved with. This would also apply if a member of the individual’s household would benefit or if they were similarly involved with an organisation or company who would benefit.

This provision recognises that many individuals wear more than one hat, therefore if in doubt as to whether a potential conflict of interest exists, Board members and BID members should clarify position with the Chair.

Conflicts of interest for Board members can also arise when:

* An organisation of which they are a member, or an employee is seeking funding from the programmes within the Keighley BID and they will be involved in the funding decision.
* They personally, or any of their friends or relations, or organisations with whom they are connected, stand to gain financially by a decision or action by the Board and they will be involved in the decision or action.
* They could be said to have practised ‘insider dealing’ i.e. by using their privileged knowledge or position to their or someone else’s advantage.

Conflicts of interest are particularly important for several reasons:

* Understanding conflicts of interest and how they arise, and understanding the rules governing conflicts of interest, are a pre-requisite for being an effective Board member.
* Rules about conflicts of interest protect the integrity, reputation and credibility of the Board as a whole and of individual Board members.
* Preventing conflicts of interest is one element in upholding equal opportunities.
* It is as important to guard against perceptions of conflicts of interest as against actual and potentially illegal conflicts.
* Conflicts of interest put sound decision-making at risk.

It is acknowledged that many or all of those involved in community-based regeneration may at some stage find themselves having an interest of some sort. Such interests must not be allowed to result in actual or perceived undue benefit or conflict, and consequently to unsound decision-making.

The Chair will ensure that there is a formal opportunity to identify and declare conflicts of interest at the start of each meeting. Where a conflict of interest exists or potentially exists, a declaration of interest should be made to the Chair. This should encompass the declaration of ‘connections’ that might be seen as prejudicial to sound decision-making.

The types of conflict of interest to be declared include:

* Where an individual or a connected person stands to gain financially from a Board decision, for example where a project approval or decision on the letting of a contract would benefit an individual directly or an organisation or company the individual was involved with. This would also apply if a member of the individual’s household or family would benefit or if they were similarly involved with an organisation or company who would benefit.
* Where an individual has overlapping interests (wears more than one hat) i.e. some residents in decision making positions may be also employees of potential beneficiaries and other Board members may be employees of partner organisations bidding for funds or contracts etc.

If in doubt as to whether a potential conflict of interest exists this should be clarified with the Chair or Company Secretary either before or during the relevant meeting.

As a general rule, if an issue of personal gain arises, then the Board member(s) in question should not be in attendance for the item/decision in question. If an interest, which does not involve personal gain has been declared, the Board member(s) in question should not speak on that item. It will be the Chair’s responsibility, having consulted with the rest of the Board if the Chair considers it appropriate, to determine the approach in each case.

**6.0 Breaches of this Code:**

**6.1 Breaches during meetings:** Where a breach occurs during meetings:

* Participants should raise breaches of the code as a point of order through the Chair.
* If the Chair agrees that a breach has taken place, a first oral warning will be issued to the person concerned. This will be noted in the Minutes.
* If an individual breaches the code for a second time they will be asked to leave the meeting. This will be noted in the minutes, explaining briefly the reasons for exclusion from the meeting.
* Following exclusion from a meeting the Chair will arrange a meeting of a small review group of 5 Board members of the meeting to discuss the breach. This review group will meet within 14 working days of the original meeting.
* The meeting will decide whether it is appropriate for the individual to attend any Board and or Committee and Sub-Committee meetings or functions during this review period depending on the nature of the complaint.
* A copy of the complaint will be sent to the individual and to the other review group members 7 days before the review meeting.
* The review group will allow the individual to attend the meeting and to speak in reply to the complaint.
* If there is any dispute about the facts the review group may call for evidence and reconvene at a later date but within a further 14 days.
* If it is agreed that the code has been breached then appropriate sanctions will be taken. The review group are authorised to give:
* A written warning concerning future conduct.
* A fixed term suspension from involvement in specific/all meetings of the Board and Keighley BID.

If it is decided that permanent suspension from meetings of the Board and Keighley BID is warranted, or in the case of a Board member removal from office, then a report will be taken to the next full meeting of the Board for a decision.

**6.2 Breach outside of a meeting:** Where the breach takes place outside a meeting then complaints must, in the first instance, be made in writing to the Chair of the relevant meeting or the Chair of the Board in the case of the complaint being made against a Board member.

The Chair will then, in consultation with the Vice Chair, decide whether to convene a review panel to investigate as outlined above.

**7.0 Sub-committees, members and other People:**

This Code of Practice applies equally to Board members when acting as members of sub-committees, members and other people involved in the management of the Keighley BID. Members of the Board, the Keighley BID Team and project sponsors must complete the register of interests. This will ensure transparency throughout the whole process, which must include the development of projects as well as their approval. An example of this would be if a member of the Keighley BID Team works to develop a specific project and that project – if approved – could give benefit either to the Keighley BID Team member or to a direct relation. This does not mean that the project cannot be approved, simply that the interest must be declared. A form has to be completed to show a declaration of pecuniary and personal interests.

***This Code of Conduct should be read in conjunction with the BID Articles of Association***