



Herefordshire County Business Improvement District Limited
Director Code OF Conduct

Herefordshire County Business Improvement District Limited (The BID) **Acceptance of Appointment to the BID Board In accepting the invitation to become a Board member of** Herefordshire County Business Improvement District Limited (The BID), **I confirm that:**

Area Representation:

.....

Sector Representation:

.....

The statement below gives a true and balanced view of my credentials for being a member of the Board, and of the contribution that I believe I can make as a member of the BID Board:

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- I am not aware of any reason why I should not be a member of the BID Board, including any interests that are, or that could be construed as being, in conflict with my membership.
- I am not aware of any circumstances whereby my membership of the BID Board might reasonably be expected to bring the BID or the BID Board into disrepute.

- I will make reasonable efforts to contribute to the work of the BID as outlined in the Business Plan and in accordance with the BID Board Terms of Reference, specifically by attending meetings, contributing my specialist information and knowledge to the Boards deliberations, and acting as an Ambassador for the BID

Code of Conduct

This Code of Conduct applies to members of the Board of Herefordshire County Business Improvement District Limited and Board observers. All Directors and Observers have legal duties and responsibilities under company law (Companies Act 2006).

This Code of Conduct is not a list of the legal duties associated with the role of a director, although elements of the code are based on legal principles. The conduct and practices recommended go beyond what the law requires in some respects but are nevertheless fully consistent with the law.

PURPOSE OF THE CODE

To set out the relevant standards expected by Directors and Observers of Herefordshire County Business Improvement District Limited Board to maintain the highest standards of integrity and stewardship; to ensure that the organisation is effective, open, and accountable to ensure a good working relationship with any officer and sub-contractor.

THE CODE

General

1. Directors and Observers must act with probity, due prudence and should take and consider professional advice on anything in which the Board do not have expertise themselves.
2. Directors and Observers must administer Herefordshire County Business Improvement District Limited and all its assets in the interest of current, potential, and future beneficiaries.
3. Directors and Observers should hold themselves accountable to Herefordshire County Business Improvement District Limited stakeholders including to the public for the Board's decisions, the performance of the Board and the performance of Herefordshire County Business Improvement District Limited as a whole.
4. Except where legally authorised, Directors and Observers must not gain financial or other material benefit for themselves, their families, or their friends. Nor must a director attempt to use their status as director to gain customer advantage within Herefordshire County Business Improvement District Limited e.g., queue jump. The Board will ensure that there are clear written policies on the claiming of expenses by Directors and Observers.
5. Directors and Observers must not place themselves under any financial or other obligation to outside individual organisations that might influence their performance of official duties with the company.
6. Directors and Observers should conduct themselves in a manner which does not damage or undermine the reputation of Herefordshire County Business Improvement District Limited, or its staff individually or collectively and should not take part in any activity which is in conflict with the objects or which might damage the reputation of Herefordshire County Business Improvement District Limited. This includes conduct on social media and all communication regarding the Herefordshire County Business Improvement District Limited should be via the CEO and the Herefordshire County Business Improvement District Limited official communication channels only.
7. Directors and Observers must make decisions together and take joint responsibility for them.
8. The extent to which any one Director, Observer or a small group of Directors and Observers are empowered to speak for or act on behalf of Herefordshire County Business Improvement District Limited or the Board must (subject to any specific constitutional rules) be a matter for all Directors and Observers to decide together. Such decisions must be recorded.

Responsibilities

9. Directors and Observers must, with the help of any officer, formulate and review regularly Herefordshire County Business Improvement District Limited's vision, values, and long-term strategy as well as Herefordshire County Business Improvement District Limited policies and procedures.
10. With the assistance of any officer and appropriate professional advisers, Directors and Observers must ensure that Herefordshire County Business Improvement District Limited complies with regulatory and statutory requirements and must exercise overall control over Herefordshire County Business Improvement District Limited's financial affairs.
11. In addition to compliance with statutory requirements, Directors and Observers should have a commitment to the development and implementation of good practice.
12. Directors and Observers must be familiar with and keep under regular review the policies and procedures of Herefordshire County Business Improvement District Limited. Any changes must be made in accordance with constitutional and legal requirements.
13. To develop a working knowledge of Herefordshire County Business Improvement District Limited and to give themselves credibility, Directors and Observers should endeavour to maintain links and keep in touch with Herefordshire County Business Improvement District Limited by regular visits and where practicable to front line services. Unless there is a good reason to believe that any officer or sub contractor's actions are threatening the probity of Herefordshire County Business Improvement District Limited, all such visits should be made by arrangement with them.
14. Directors and Observers must aim to foresee and avoid any conflict of interest. Where one arises, a Director or Observer must at once declare an interest and absent themselves from any discussion or vote taken on the matter by the other Directors. Any transaction under which a Director or Observer will benefit either directly or indirectly must have proper legal authority. Directors and Observers must update the BID office with an up-to-date list of all businesses, community groups or Boards they currently serve on to make sure no conflict of interest arises.
15. Directors and Observers will ensure a local voice on the key issues that affect people who use Herefordshire County Business Improvement District Limited services. They will use evidence based on real experiences to highlight issues and trends and raise these at the highest levels. They will ensure that Herefordshire County Business Improvement District Limited will actively seek views from all sections of the community – not just from those who shout the loudest, but especially from those who sometimes struggle to be heard.

Meetings of the Board

16. Directors and Observers must strive to attend 80% of BID meetings per year, ensuring they prepare for and contribute appropriately and effectively.
 - 5 Board Meetings per year
 - 1 AGM Per Year
17. Directors and Observers should bring a fair- and open-minded view to all discussions of the Board and should ensure that all decisions are made in the company's best interests.
18. Confidential information or material (relating to users, beneficiaries, members, staff, commercial business, etc.) provided to, or discussed at a Board meetings must remain confidential and within the confines of the Board and must not be discussed outside the Director body. If a Director or Observer is found to be leaking confidential information this would be classed as an instant dismissal from the Board.

Staff

19. Directors and Observers must ensure there is a clear understanding of the scope of authority delegated to any officer.

20. Policies and strategies agreed by Directors and Observers should be expressed in unambiguous and practical terms, so that all responsible for implementing those policies are clear about what they need to do. Directions given to the staff should come from the Board as a whole.
21. Directors and Observers should act fairly and in accordance with good employment practice and equal opportunities principles in making decisions affecting the appointment, recruitment, professional development, appraisal, remuneration and discipline of staff.
22. Directors and Observers must understand, accept, and respect the difference in roles between the Board, the officers and sub-contractors, and work effectively and cohesively for the benefit of the organisation, and develop a mutually supportive and loyal relationship.
23. Having given any delegated authority, Directors and Observers should be careful - individually and collectively - not to undermine it by word or action.
24. All Directors and Observers must follow the Nolan Principles -
 - a. Selflessness – Holders of public office should act solely in terms of the public interest. They should not do so to gain financial or other benefits for themselves, their family, or their friends.
 - b. Integrity – Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.
 - c. Objectivity – In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
 - d. Accountability – Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
 - e. Openness – Holders of public office should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
 - f. Honesty – Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
 - g. Leadership – Holders of public office should promote and support these principles by leadership and example.
25. All meetings will follow the Chatham House Rules. When a meeting, or part thereof, is held under the Chatham House Rule, participants are free to use the information received, but neither the identity nor the affiliation of the speaker(s), nor that of any other participant, may be revealed.
 - Board Meetings are classed as private and confidential, and topics of discussion cannot be discussed outside of the designated Board without prior agreement within a Board meeting.

Signed:

Name in capitals:

Date: