



Company Governance Arrangements

Liverpool BID Company is a not-for-profit company (company number 05156702) with:

- Company Members – Currently these are Liverpool City Council, Liverpool Chamber of Commerce, Retail & Leisure BID, and Commercial District BID
- 11 Company Directors (all appointed through Companies House)

The main Company Board is known as the 'Executive Board' and this oversees strategy for the organisation, finances, company structure and major long-term decisions for the company. BID executive board members include the chair and deputy chairs from each BID area.

Each BID area has an 'Operating Board' which in legal terms runs as a sub-committee of the main Company Board and ensures delivery is in line with the business plan, approving their own BID budget and the main projects to be delivered by the BID Team. Each Operating Board includes members representing the sectors and areas present within each BID.

Terms of Reference – Executive Board

1. The purpose of the Executive Board is to carry out the Director's duties for the Liverpool BID Company in line with the Articles of Association and broadly to oversee strategy for the organisation, finances, company structure and major long term decisions for the company.
2. Membership of the Executive Board is in line with the Articles of Association (Section 12) stating a minimum of seven appointed Directors, of which at least two must be from each BID Board, , with no overall maximum number. Beyond this the following are entitled, but not obliged, to be Directors of the company – Liverpool City Council, Liverpool Chamber of Commerce, Liverpool One, Chairperson, Chief Executive, one from a Public Sector Strategic Agency.
3. Local authority voting must not exceed 19.9% at any time in line with Section 69 of the Local Authority & Housing Act 1989 avoiding influenced company status.
4. Directors are required to retire or stand for re-appointment every year.
5. Directors are required to declare interests and in line with the Articles (Section 21) the Board are required to authorise whether they constitute a conflict.
6. Directors failing to attend two consecutive meetings (without prior permission) will be asked to resign. The minimum acceptable level of attendance at Board meetings within a rolling 12 month period, is 75%.
7. Directors meetings will be held quarterly in any one calendar year as a minimum.
8. The quorum is 3, of which at least two must be BID members.
9. The Chair, who should not be public sector, carries a casting vote.
10. Sub-committees of this Board may be established if, and when, necessary and, as a minimum, each operating BID is constituted as a sub-committee of the company, known as 'Operating Boards'. Sub-committees will always have a minimum of one Director as Chair of the sub-committee and in the case of the Operating Boards there is always a minimum of two Directors (Chair and Deputy Chair of the Operating Board).
11. Agenda and papers for meetings will be decided by the Chair in collaboration with the Chief Executive and produced by any nominated relevant person.

12. Decisions associated with expenditure of the BID levy must be made in line with the published Procurement Policy and recorded in the minutes accordingly.
13. A minute-taker will be appointed for all meetings and minutes must be recorded and stored for a minimum of 10 years.