The Fitzrovia Partnership
Business Improvement Districts

BID Board – Terms of Reference

1. Purpose

The BID Board has primary responsibility for overseeing the conduct and performance of the BID, while supporting management and staff, who are responsible for day-to-day operations.

In carrying out its duties, the Board:

- Acts in the best interests of the BID, to which its fiduciary duty is owed;
- Subsequently considers the interests of its members;
- Takes into account the legitimate interests of wider stakeholders, including statutory authorities, employees, suppliers, visitors, and residents.

The Board provides strategic oversight and constructive challenge. It:

- Advises management on operational matters relating to delivery of the BID business plan;
- Holds management accountable for decisions, actions, and performance;
- Scrutinises management's analysis and decision-making processes to ensure all relevant factors have been considered.

The Board does not make operational decisions in place of management. However, it may:

- Withhold approval where analysis is insufficient or does not support the agreed direction;
- Request revised proposals or further assessment.

Directors act as stewards of the Company. The Board operates on behalf of BID members and is accountable to them for the conduct of the Board, management, and the organisation. Through its oversight of senior management, the Board sets the standards and tone for the organisation.

2. Membership

The Board of Directors leads and guides the work of The Fitzrovia Partnership. Members are drawn from BID businesses and relevant stakeholders, ensuring a broad mix of skills, experience, and perspectives.

The Board meets quarterly and is responsible for:

- Setting the long-term vision and ambitions of the Company;
- Establishing strategy;
- Budget setting and financial compliance;
- Monitoring performance;
- Ensuring strong corporate governance.

Board members are expected to:

- Attend all Board meetings and relevant Partnership events;

- Contribute actively and work collaboratively toward shared objectives;
- Represent the interests of The Fitzrovia Partnership and Fitzrovia as a whole, rather than their own business or political affiliations.

Attendance

Attendance is monitored. While occasional absences are understood, a “three strikes” principle applies:

- If a member misses three consecutive meetings, or four meetings within a two-year period, their position will be reviewed.

The Board consists of Non-Executive Directors, including a Chair and Deputy-Chair.

- Directors are appointed by the Board and confirmed by members at the Annual General Meeting (AGM), with reappointment subject to rotation thereafter.
- The Board will take reasonable steps to ensure representation across different business sectors within the BID area, in line with the Articles of Association.
- The Chair is appointed by the Board and may be selected from outside the immediate Board if this best serves the organisation’s objectives.
- Directors may appoint an alternate to attend on their behalf if necessary.

Observers

Observers are no longer standing positions.

Attendance by external parties (e.g. local authorities, police, or other stakeholders) will be:

- By invitation only;
- Based on specific Board requirements;
- Considered on a case-by-case basis.

3. Board Meetings

- Meetings are held quarterly;
- The quorum is four formal BID members;
- Board papers will be circulated at least 48 hours in advance.

The Board or management may invite external advisors or representatives from relevant organisations to attend meetings where appropriate.

4. Board Sub-Groups and Working Groups

Finance & Governance Sub-Group

The Board maintains a Finance & Governance (F&G) sub-group with delegated responsibility for:

- Financial oversight;
- Governance and compliance;
- Administrative matters.

The sub-group:

- Reviews key financial and governance issues;
- Makes recommendations to the Board for decision.

Membership:

- Chair of the Board
- Deputy Chair of the Board
- Chief Executive Officer
- The Company Secretary (or equivalent)
- Retained accountant

The group meets quarterly in advance of Board meetings.

Working Groups

The BID may establish informal working groups to support delivery and engagement.

Current working groups include:

- Operational
- Sustainability

These groups:

- Provide input and support delivery of BID activities;
- Are flexible and subject to ongoing review;
- Do not hold governance or decision-making powers.

5. Working Protocols

- Board and sub-group members act on behalf of The Fitzrovia Partnership, not in a personal capacity or as representatives of their own organisations or political interests.
- Conflicts of interest must be declared:
    - Where a member has a direct or indirect interest in a BID project, this must be declared at the start of the relevant agenda item;
    - The Board (or sub-group) will determine whether the member may participate in discussion or voting.

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