



Dorking Town Partnership Memorandums and Articles of Association

Terms of Reference

The Purpose of the Board:

The Board will:

1. Act as a representative group for levy-paying businesses within the BID area, working together to promote and develop the BID.
2. Monitor the delivery of the BID against the BID Proposal (business plan), provide guidance and give feedback.
3. Drive forward the production of project proposals upon which businesses will vote.
4. Ensure the BID remains business-led and business-focussed.
5. To act as a decision making group with regards the final and formal Proposal of the Business Improvement District.
6. Ensure good governance, financial management and compliance.
7. Direct the BID Manager.

Board Membership:

Membership is drawn entirely from businesses and stakeholders within Dorking Town Centre and will be a balanced representation of retail multiples and independents, office occupiers and leisure/night time economy as well as businesses from various areas of the town centre. The Chair and Vice-Chair of the Board will always be from a business levy-payer.

Members must share an interest in thoroughly exploring the positive benefits a Business Improvement District could bring to Dorking Town Centre.

Membership of the Group will be reviewed at key stages of the project to ensure that all interests are adequately represented and that those members are following through with the engagement and involvement required.

Meetings & Governance

The time and frequency of meetings may vary but it is envisaged meetings will be every 4-6 weeks for about 1.5 hours.

There will be an Annual General Meeting to which all BID levy-paying businesses will be invited. The first AGM will take place soon after the formation of the BID, to elect and ratify the Board Directors. Board Directors and the Chair will step down before each AGM in order to ensure an active rotation of businesses on the Board. A maximum of 50% of the Board should be re-elected to maintain continuity.

Meetings will be chaired and minuted. Where the Chair cannot attend, he/she may appoint a deputy.

Whilst it is expected that all Board Members will attend each meeting, at least half of all Directors must be present at a Board Meeting for it to be considered quorate.

Other individuals may be invited to attend all or part of any meeting at the request of the members, to provide advice and assistance where necessary.

The Role of DTP Board Members

In taking an active role on the Board, members will become ambassadors for the BID in the town centre. The role of Members will be wide-ranging and will include, for example, taking responsibility for actions from meetings and communicating with their wider group of town centre contacts and reporting progress.

All Board Members are expected to be familiar with Dorking and its relevant issues; to carry the appropriate authorisation of any organisation they are representing; and to prioritise their attendance at meetings.

In those circumstances where Board Members are unable to attend a meeting, a named deputy may attend, providing the deputy is suitably accountable, qualified and briefed. Where a deputy is to attend the meeting, notification should be provided in advance to the project team. Poor attendance or non-attendance at three consecutive meetings may result in a member being asked to stand down.

Board Members will:

1. Have a positive commitment to the concept of a successful BID in Dorking.
2. Attend and contribute to meetings; representing their own views and/or those of the organisation they represent; bringing their own particular skills into play.
3. Consult others within their range of influence and contacts, in order to gain a range of views to inform discussion and help delivery.
4. Report back on the information from those consultations/discussions.
5. Act as a critical friend and provide challenge throughout the process.
6. Assist with focus groups and workshops that may be necessary as part of the consultation process.
7. Be prepared to operate by consensus and allow the Chair to resolve any disagreements.
8. Act with integrity to ensure fairness, transparency and inclusivity.

Decision-Making, Scope and Jurisdiction

Decision-making will ordinarily be by consensus, but may occasionally be by a majority vote where a formal resolution is required. The Chair will seek to resolve any conflicts and will have a casting vote in the event of a tied vote.

Code of Conduct

The Board will work together to deliver on the BID Proposal 2017-22. It is likely that members of the group may not always agree but through positive negotiation consensus will be sought. It is also important that the process is transparent, but that disagreement is managed constructively and not allowed to disrupt the delivery of BID projects and services.

The BID, and therefore the Board, is entirely apolitical and works together for the sole purpose of collectively improving Dorking Town Centre.

Should a member of the Board bring the project, process or other members of the group into disrepute (be this in person, via the media; including social media), the remaining members can ask that person to cease involvement in the group.

Declaration of Interests

Board Directors are asked to declare any conflict between their private or business interests and the official responsibilities of their position as a BID Board Member.

Media Contact

1. Media communications will normally be undertaken by the Chair or BID Manager
2. Members are asked to notify the BID Manager at the earliest opportunity, of any potential public facing activity or media attention, this will include social media.
3. Permission to actively engage with the media will be given by the Chair or BID Manager and against an agreed brief.

Changes to these Terms of Reference

The Board may, at any time, alter these Terms of Reference provided that there is majority consensus upon the changes to be made.