TOTALLY TRURO LTD (overseeing Truro BID)

Terms of Reference

1 Purpose

1.1 The aim of Totally Truro Board is to oversee and monitor the direction and delivery of Truro Business Improvement District (BID). Totally Truro Ltd operates as a not-for-profit company limited by guarantee, company number **06070111**.

1.2 The Totally Truro Articles of Association outlines the objects of the Company and how it operates. BIDs are also underpinned by BID legislation – the Business Improvement Districts (England) Regulations 2004.

1.3 Totally Truro Ltd will act as a collective voice for the businesses within the BID to further the aims of the BID and to represent its levy paying businesses. In this role, the board will be a key influencer and stakeholder to be consulted and to be proactive in shaping wider issues working alongside statutory agencies; these issues may include but not be limited to:

- shaping the regeneration and prosperity of Truro
- being a consultee on key planning applications
- lobbying on behalf of businesses
- raising the profile of Truro
- securing grant funding

2 Remit and Duties

2.1 The board will oversee and monitor the delivery of the BID's project delivery and overall performance including:

a) Reviewing, monitoring and evaluating the delivery of projects as outlined in the Truro BID business plan – regular performance reports will be received. Prioritisation of project delivery will be important
b) Monitoring BID levy income and expenditure against the BID budgets noting any issues for concern or need for variation – management accounts for Truro BID will be received each quarter
c) Liaising with the BID Manager – two-way communication between the Chairperson, board directors and BID Manager will be required to allow any issues or variations to be handled
d) Agreeing appropriate governance policies and procedures as appropriate
e) Responsibility for all accounting and filing of returns in line with Company law
f) Adhering to the Totally Truro Articles of Association including responsibility for appointment of directors and hosting of general meetings
g) Commissioning of areas of work to outside bodies as appropriate
h) Undertaking employment responsibilities for the BID Manager

3 Membership & Attendance

3.1 The board will be chaired by the Chairperson or Vice Chairperson.

3.2 In the absence of the Chairperson, the board will be chaired by another director as agreed between those present in the meeting.

3.3 The board will consist of a maximum of 15 directors as per the Articles of Association; the majority of directors at all times will be levy payers. Applications for new directors will be encouraged throughout the BID term and a separate process is in place to handle the consideration and appointment of prospective directors.

3.4 Truro BID Committee members, appointed prior to 31st March 2026 will also participate in meetings but without voting rights on key decisions such as the appointment of directors or signing off company accounts. From 1st April 2026, only applications from people wishing to become Board Directors will be accepted.

3.5 Directors will serve for up to three years at which time they will retire but can re-stand for re-election for a further term.

3.6 If any director fails to attend more than three consecutive meetings without good justification, the BID Manager will discuss their attendance with the respective board director and their position as a director may be reviewed by the main Board.

3.7 The BID Manager will serve as the board's secretary, taking minutes and maintaining Company legislative information e.g. director information on Companies House, financial returns etc.

3.8 Directorship relates to the person and not the business therefore no substitutes will be permitted in the case of a director sending their apologies.

3.9 Other persons can be invited to attend meetings, observe meetings or present at meetings at the invitation of the BID Manager and with the agreement of the BID Chairperson.

4 Meetings & Conduct of Business

4.1 The board will meet four times per year either virtually or in person unless it is agreed to postpone or cancel a meeting.

4.2 One of the board meetings will be a General Meeting to approve the accounts and handle the appointment of new directors, ratification of directors appointed during the year or re-election of board directors whose three-year terms has expired and who wish to re-stand.

4.3 Agendas and papers will be circulated in advance of meetings

4.4 Directors or BID staff team members should declare any interests in advance of the meeting (if known on receipt of the agenda), at the beginning of the meeting or at any point when it is clear that there is a conflict of interest. A register of interests will be updated annually as per 6.6.

4.5 All meetings will be chaired by the Chairperson or in his/her absence, another director.

4.6 For the board to be a quorate, at least 50% of the current directors must be present. If within half an hour of the time appointed for the meeting to commence a quorum is not present the meeting shall be dissolved or will proceed noting no key decisions can be made.

4.7 The following standing items will be included on the agenda for each scheduled meeting:

a) attendance, apologies and declarations of interest
b) minutes of last meeting, matters arising and outstanding actions
c) governance and finance updates
d) performance management update
e) any other business

5 Sub-Groups

5.1 If required, sub-group meetings to handle specific tasks will be convened. These sub-groups should have board director and BID Manager representation but can also include other individuals e.g, levy payers

5.2 Each sub-group will have its own terms of reference making it clear what decision-making powers and responsibilities it has and how it reports back to the main board,

6 Board Directors Code of Conduct

6.1 The directors of the board will commit to:

- attending scheduled meetings
- championing the work of the BID and the wider regeneration of Truro
- sharing communications and information with other directors
- making timely decisions and taking action where needed
- notifying fellow directors as soon as is practical if any matter arises which may be deemed to affect the delivery of the BID projects
- upholding the principles detailed in the acceptance of appointment forms including the Nolan seven principles of public life
- declaring any conflicts of interest, however minor

6.2 Board directors commit to upholding the seven principles of public life:

Selflessness
Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other benefits for themselves, their family or their friends.
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.
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.
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.
Openness
Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
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.
Leadership
Holders of public office should promote and support these principles by leadership and example.

6.3 Directors agree to the formal duties of directors outlined in the Companies Act 2006:

- To act within powers in accordance with the company's constitution and to use those powers only for the purposes for which they were conferred
- To promote the success of the company for the benefit of its members
- 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 an interest in a proposed transaction or arrangement

6.4 Directors can be removed from the board for failure to uphold any of the principles outlined in the Seven Principles of Public Life which they sign up to on their acceptance of appointment forms; this removal would follow a majority vote by the board.

6.5 Notification of the removal of a director in line with Totally Truro articles of association, shall be by letter signed by the Chairperson.

6.6 Directors will complete a register of interests and update this each year; interests will be declared in advance of meetings, at the start of meetings or at any point during the meeting when it becomes clear there is a potential conflict; the Chairperson will determine how the declaration is handled.

6.7 Directors will be covered by directors' and officers' liability insurance and professional liability insurance.

7 Decision Making

7.1 Every board director shall have one vote on such issues that require a vote.

7.2 The Chairperson may call a special meeting of the board to consider important and urgent items of business.

7.3 Decisions can be undertaken by written procedure if the board meeting is not quorate or if there is an urgent decision to be made and the Chairperson determines that it is not practical to call a special meeting. In the event of a decision to be taken through written procedure, the BID Manager will email full details to all board directors giving 48 hours' notice to respond; a majority view will prevail and will be confirmed in the minutes of the following board meeting.

8 Directors' Remuneration and Expenses

9.1 Directors of Totally Truro Ltd undertake their role on a voluntary basis; reasonable expenses may be claimed for any necessary travelling or other expenses required in order to discharge their duties.

9 Amendment, Modification and Variation

9.1 These Terms of Reference may be amended, varied or modified in writing after consultation and agreement by the board directors.

Notes:

This Terms of Reference should be read in conjunction with the Totally Truro Articles of Association.

Terms of Reference Revised March 2026