

Updated: July 2023

1. Introduction

The purpose of these protocols is to define the day-to-day operational activity of the Baker Street Quarter Partnership and to guide the working relationship between the Boards, Steering Groups and staff team. The Code of Conduct defines the standards expected of the Partnership's Board Members.

The protocols and code will not be changed without consideration and approval by the Board of Directors.

2. Baker Street Quarter Partnership Board of Directors

The Board of Directors is made up of both BID levy paying members and voluntary contributor members. These Directors also make up the Occupier and Owner Boards. The Board of Directors meets at least once per annum to:

- I. Consider and approve the annual delivery plan and budget and consider the report on progress for the year and decisions made by the occupier and owner boards and steering groups
- II. Consider the overall strategy in general

Papers for the meeting are circulated at least one week before the meeting.

Minutes of the Owner Board, Occupier Board and Steering Groups are openly available to members of the company including members of other Board or Steering Groups.

To ensure good information flow and alignment of thinking between the Owner and Occupier Boards the Chair of the Board of Directors also Chairs the Occupier Board and Owner Board.

3. Occupier Board

Baker Street Quarter Partnership will ensure the Occupier Board broadly reflects the occupier base in the BID area. This takes into account business types, sizes and geographical locations. A range of expertise is also desirable on the Occupier Board.

Occupier Board Meetings

- The meeting will be held three times per annum (in addition to the annual full Board of Director's meeting)
- The papers will include project progress, finances and recommendations for approval.
- The papers will be sent to all Board members one week prior to the meeting.

4. Owner Board

The expertise and support of property owners and investors in the area is vital to the partnership. The property owners and investors who contribute financially to the BID form the

Owner Board. This Board focuses on the long term aims for the area and other matters of importance to those with property interests.

Owner Board Meetings

- The meeting will be held three times per year (in addition to the annual full Board of Director meeting).
- The papers will include project progress, finances and recommendations for approval.
- The papers will be sent to all Board members one week prior to the meeting.

The Chief Executive will hold regular meetings with the Chair and/or Vice-Chairs of the Occupier and Owner Boards.

5. Baker Street Quarter Partnership Steering Groups

The Steering Groups have delegated powers of authority to apportion their allocated budget spend and develop and implement specific projects throughout the year. The groups also assess and profile projects for future years.

The following Steering Groups operate:

- Streets & Spaces
- Vibrancy & Community

Steering Group Meetings

The Steering Groups meet three times a year, prior to the Board meetings taking place and a Steering Group briefing is a rolling agenda item for all Board meetings.

The terms of reference of these Steering Groups is included as an appendix to this document. Steering Groups are permitted to invite advisers and public agencies to attend Steering Group meetings who are not necessarily Company members. These advisers do not have voting rights.

All positions are held for a term of three years - this includes Chair, Vice Chairs, Directorships, Chairs and Vice Chairs of Steering Groups, Steering Group members.

6. The Company AGM

- The meeting will be held once per year.
- The papers will include a report on all activities of the Baker Street Quarter Partnership including project progress and finances.
- The AGM meeting papers will be sent to all BID Company members

7. Staffing

The Chief Executive will be responsible for providing the appropriate staffing mix and levels to deliver the service required.

Monthly performance reviews will be undertaken with all staff to monitor and measure performance, ensuring that projects are delivered on time and within budget.

Annual staff appraisals will be carried out by line managers. Any concerns associated with the performance of staff members should be directed to the Chief Executive in the first instance.

The annual appraisal for the Chief Executive will be carried out by the Chair.

If a disciplinary or grievance occurs on a BakerStreetQ-related manner, a panel will be established that will include a Board member/Chair or Vice-Chair

8. Financial Procedures Summary

The full Financial Procedures are available on the company server and on request.

Budgets are set annually at the full Board meeting with spend split across the six programme areas.

Management Accounts are presented to the Board and Steering Groups on a quarterly basis including BID levy income, other income and programme spend in aggregate.

The spend authorisation of project managers and the Chief Executive are limited with Board Director approval required for higher level spend.

Spend and payments are subject to a Purchase Order system with tiered checks and balances by the General Manager (in-house), Project Managers (in-house), Finance Manager and Assistant (outsourced) and Chief Executive.

A full external audit is carried out every year and the final year end accounts are reported back to all members.

Any significant financial issues arising is to be reported to the Chair as soon as possible, and if it is considered appropriate will be reported to the relevant Board.

9. Disqualification from benefits

Where a BID levy payer is known to be in significant arrears of the BID levy, Membership of Steering Groups or the Occupier Board will not be permitted, nor will they be able to benefit personally or commercially from a BakerStreetQ project.

Where a property owner has not made the agreed voluntary contribution to Baker Street Quarter Partnership they will no longer be permitted to sit on the Owner Board. Membership of Steering Groups will not be permitted, nor will they be able to benefit personally or commercially from a BakerStreetQ project.

10. Variations

This section deals with procedures to follow if any variations to the BID programme of projects and services and associated finances are required.

It should be noted that as per Regulation 16 of the Business Improvement Districts (England) Regulations 2004, and as set out in the Business Plan that businesses voted on, without an alteration ballot no changes can be made that would:

- Alter the geographical area of the BID
- Cause anyone to pay the BID levy who was not liable to pay it before or increase the amount of BID levy for anyone.

An alteration ballot should only be used in exceptional circumstances where no other appropriate course of action can be taken.

11 a) Bid Proposal

Minor variations to the projects within the BID proposal within budgetary limits will be managed by the staff team and reported to the relevant Board at the next available meeting.

Major variations, i.e. a new project, a replacement project or a significant difference to a planned project, will be discussed by the relevant Steering Group and then referred to the Occupier and Owner Boards for approval before implementation.

11 b) Financial

Steering Groups agree individual project cost limits annually. Any variations to these costs which take individual project costs above upper cost limits must be managed within Steering Groups and signed off by the chair of the Steering Group.

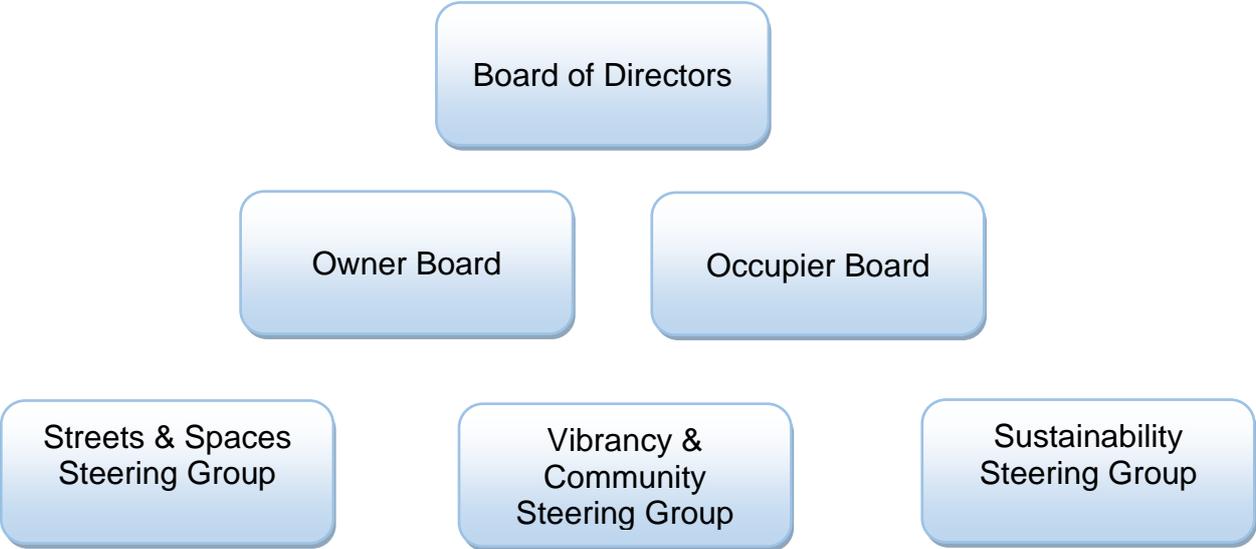
These additional costs can only be met from within the Steering Group's overall budget. In exceptional circumstances a Steering Group can make an application to the relevant Board for additional funds usually at the third quarter board meeting.

12. Tendering and Contracts

For any contract over £60,000 a notice of tender is to be advertised and at least three tenders must be received and considered by a panel that may include relevant members of our steering groups or Boards. For contracts of £25,000 to £59,999 three comparable quotes must be sought.

Any contracts with liability totalling more than £15,000 must be signed by a Board Director signatory in addition to the Chief Executive or by two Board Director signatories.

Appendix 1: Company Structure



Appendix 2: BOARD MEMBERS

The Board of Directors combines all members of the occupier and owner boards with the same shared Chair and two Vice Chairs, one for each board.

Occupier Board

Occupier Board Observers

Owner Board

Appendix 3: Board of Directors Terms of Reference Board Directors

The Board of Directors is made up of representatives of BID levy paying businesses (who also form the Occupier Board) broadly reflecting the occupier base in the BID area taking into account business types, sizes and geographical locations as well as property owners and investors making a voluntary contribution to Baker Street Quarter Partnership (who also form the Owner Board).

Directors are encouraged to appoint and fully brief an appropriate second from their organisation to stand in for them should they be unable to attend the occasional meeting.

Board Directors will cease to be a Director if they:

- resign from the Board
- fail to attend 3 consecutive meetings without providing apologies to the chairperson
- are no longer employed by a BID levy paying organisation or a company making a voluntary contribution to the BID
- breach confidentiality

The role of the Board of Directors, Occupier and Owner Boards

1. To direct and shape the Partnership's programme of activities and ensure it achieves the Partnership's objectives.
2. The owner Board has a particular focus on projects in relation to Promotion and Positioning of the area; the future direction of the retail and leisure offer, major public realm projects and BakerstreetQ responses to local proposals and policy.
3. To represent the needs of local businesses whilst harnessing positive support for the Partnership's objectives in the area.
4. To review and approve the annual delivery plan and budget
5. To delegate authority for the programmes and budgets set out under the Strategic Objectives in the annual delivery plan to the Steering Groups.
6. To consider the progress and performance of the programmes and associated budget spend on an annual basis (Board of Directors) or Quarterly (Occupier and Owner Boards)
7. To ensure the Partnership's programme of activities achieves a demonstrable impact.
8. To contribute substantive expertise and experience to the direction and progression of the Partnership.
9. To engage with fellow businesses and other local stakeholders encouraging them to get involved with the activities of Baker Street Quarter Partnership
10. To ensure the Partnership is financially transparent with clear justification of spend.
11. To monitor budgets and ensure that funding is prioritised according to established objectives.
12. To monitor risk and ensure mitigation is appropriate
13. To promote equality of opportunity for all businesses and groups to be involved in the BID established irrespective of race, ethnicity, sexual orientation, religious beliefs, age, race, sex or disability.

Meetings

- Board of Directors meetings are held annually; Occupier and Owner Boards are held Quarterly

- The papers include project progress and finances.
- The papers are sent to all Board members one week prior to the meeting taking place.
- Annual budget setting and Delivery Plan approval is carried out by the Board of Directors with recommendations proposed by the Steering Groups.
- A quorum of three Board Directors will be required for delivery plan, budget, accounts and variation approval.
- Board members are required to declare all conflicts of interest.
- Approval will be made by consensus or a majority vote where required.
- The BakerStreetQ team shall administer the Board meetings.
- Minutes of all Board Meetings shall be shared with the other Boards

The Chairperson and Vice Chairpersons

The Chairperson and Vice Chairpersons shall be elected by the Board for a period of 3 years. Their responsibilities include:

- Guiding the meeting according to the agenda and time available;
- Ensuring all discussion items end with a decision, action or definite outcome;
- Meeting the Chief Executive prior to each set of Board meetings to plan the agenda, review draft reports and draft Management Accounts.
- Discussing at the same meeting or additional meetings as required with the Chief Executive financial, legal, personnel or other organisational matters

The BID team shall be responsible for the following:

1. Administering the meetings of the Board of Directors, Occupier and Owner Boards including the distribution of meeting agenda, progress reports, and financial report prior to meetings and minutes after meetings.
2. Preparation of annual reports on activities and finances to facilitate the review and evaluation of progress made
3. Facilitating communication between the Board Directors and Steering Group members

Appendix 4: Steering Groups Terms of Reference

These Steering Group terms of reference shall be reviewed regularly and may be altered to meet the changing needs of the group by agreement of the Board and the majority of Steering Group representatives.

Baker Street Quarter Partnership will ensure that each Steering Group has a membership representative of the BID levy paying community and where appropriate local property owners and investors and other stakeholders.

Baker Street Quarter Partnership shall be the accountable body for each Steering Group and sub or satellite group thereof.

The role of the Steering Groups

1. To contribute ideas and lend experience to the creation of a programme of activity which shows a demonstrable impact and achieves Partnership objectives
2. To identify and represent the needs of local businesses and groups, reconciling competing interests and steering collective partnership capacity, whilst harnessing positive support for the project objectives
3. To steer the development of the group over its lifetime to achieve defined priority outcomes and targets and to assist with the monitoring, evaluation and review process when required
4. To engage with fellow businesses and local residents encouraging them to get involved with the activities of Baker Street Quarter Partnership
5. To promote the sharing and dissemination of information that is of interest to the group and its partners
6. To monitor budgets and ensure that funding is prioritised according to established objectives, remaining financially transparent at all times with clear justification of spend
7. To promote equality of opportunity for all businesses and groups to be involved in the projects established irrespective of race, ethnicity, sexual orientation, religious beliefs, age, race, sex or disability
8. To procure and lever in additional resources and funding to achieve the projects' objectives
9. To contribute substantive expertise to the development of projects and to assist in identifying and overcoming problem areas
10. To delegate authority and budgets to identified Project Initiation or sub-Steering Groups

The Steering Groups

The principal role of each steering group is set out below:

- **Streets and Spaces**

To oversee the Progressive & High Quality Environment, Clean, Safe & Resilient and Connected & Caring Environment programmes.

- **Vibrancy & Community**

To oversee the Connected & Caring People, Vibrancy & Experience and Promoted, Supported & Represented programmes.

Steering Group Meetings

The Steering Groups shall meet three times a year, however, additional meetings may be called if deemed necessary and satellite working groups for specific events or projects may also be established.

- In principle, all decisions and recommendations for budget spend and projects to be implemented will be adopted by Steering Group member consensus or a majority vote where necessary.
- A quorum of three BID levy paying members will be required for any project and/or funding approval

Steering Group Members

Steering Group members will cease to be a member of the group if they:

- resign from the Steering group
- fail to attend 2 consecutive meetings without providing apologies to the chairperson
- are no longer employed by a BID levy paying organisation
- breach confidentiality

The Chairperson and Vice Chairperson shall be elected by the Steering Group for a period of 2 years. Their responsibilities include:

- Guiding the meeting according to the agenda and time available;
- Pre-planning each meeting and Agenda with the relevant BakerStreetQ project manager;
- Providing input on relevant programmes and projects directly to the Project Manager as required;
- Ensuring all discussion items end with a decision, action or definite outcome;
- Reporting to the Boards

The BakerStreetQ team shall be responsible for the following:

1. Administering the quarterly meetings of the Steering Groups, including the distribution of Steering Group meeting agenda, progress reports, the overall project progress report and financial report prior to meetings
2. Preparation of annual reports on activities and finances to facilitate the review and evaluation of progress made
3. Disseminating Steering Group minutes after the conclusion of meetings
4. Facilitating communication between Steering Group members
5. Maintaining and disseminating project information
6. Implementation and delivery of projects
7. To identify funding opportunities

Appendix 5: Code of Conduct for Baker Street Quarter Partnership Directors and Steering Group Members

In line with the requirements of the Companies Act 2006, Directors, as well as Steering Group Members, are asked to agree to abide by this Code of Conduct.

The Code aims to define the standards expected of the organisation's Board and Steering Group Members in order to ensure that:

- The organisation is effective, open and accountable;
- The highest standards of integrity and stewardship are achieved; and
- The working relationship with any staff and advisers is productive and supportive.

1. Selflessness

Board and Steering Group Members have a general duty to act with probity and prudence in the best interest of the Partnership as a whole. They should not act in order to gain financial or other benefits for themselves, their family, their friends, or the organisation they come from.

2. Integrity

The Partnership's Board and Steering Group Members should conduct themselves in a manner which does not damage or undermine the reputation of the Partnership or its staff. More specifically they:

- 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 role;
- Must avoid actual impropriety and any improper behaviour; and
- Should avoid accepting gifts and hospitality that might reasonably be thought to influence their judgement – any gift or hospitality received in any connection to the Partnership over the value of £50 should be declared to the Board.

3. Objectivity

In carrying out their role, including making appointments, awarding contracts, recommending individuals for rewards and benefits, or transacting other business, the Board and Steering Group Members should ensure decisions are made solely on merit. In arriving at decisions in areas where they do not have expertise themselves, the Board and Steering Group Members should consider appropriate professional advice.

4. Accountability

The Board and Steering Group Members:

- Have a duty to comply with constitutional and legal requirements and to adhere to best practice in such a way as to preserve confidence in the Partnership; and
- Are accountable to the Partnership's members and other stakeholders for their decisions, the effectiveness of the Board and the performance of the Partnership

5. Openness

The Board and Steering Group Members should ensure that confidential information and material, including material about individuals, is handled with due care; so that it remains confidential. In addition, they should be as open as possible about their decisions and the actions that they take.

6. Honesty

The Board and Steering Group Members must:

- Promote and support the principle of leadership by example;

- Strive to attend all meetings regularly, ensuring they prepare for and contribute appropriately and effectively, and avoid dominating the contributions of others;
- Bring a fair and open-minded view to all discussions of the Board/Steering Group, maintaining a respectful balance between speaking and listening, treating different views with respect, and ensuring that all decisions are made in the Partnership's best interests;
- Respect the authority of the Chair of the Board/Steering Group and the chair of any meeting;
- Having given delegated authority to any of their number or to any staff, be careful – individually and collectively – not to undermine it by word or action;
- Accept and respect the difference in roles between the Boards, Steering Groups and staff, ensuring that the Boards, Steering Groups and staff work effectively and cohesively for the benefit of the Partnership, and develop a mutually supportive and loyal relationship; respect the roles of staff, and of management arrangements in the staff team, avoiding any actions that might undermine such arrangements;
- Abide by the discrimination, victimisation, bullying and harassment rules set out below;
- Maintain respectful, collegial and courteous relationships with contacts established in the Board/Steering Group Member role;
- When speaking or writing as a Board or Steering Group Member, ensure senior staff members are consulted and made aware, especially to ensure that comments reflect current Partnership policy even when they might be at variance with personal views;
- When speaking privately strive to uphold the reputation of the Partnership and those who work in it.

7. Breaches of the Code

In cases where there is a concern that a Board or Steering Group Member has breached this code, the matter will be reviewed by the Chair and another Board Member, or two Board Members appointed by the Chair, who will make a recommendation to the Board. If a concern has been raised about the Chair, the review will be undertaken by the Vice-Chairs, and another Board Member.

The Board will decide whether to discuss the recommendation in closed session. Any sanctions will be determined by the Board, up to and including requiring the Board/Steering Group Member concerned to resign from the Board/Steering Group. The Board/Steering Group Member will accept the decision of the Board in such cases.

8. Discrimination, victimisation, bullying and harassment rules

- Discrimination includes victimising or harassing any other person because of race (including colour, ethnic or national origin, nationality, citizenship), sex, gender re-assignment, sexual orientation, marital or civil partnership status, disability, age, religion or belief, pregnancy and maternity status.
- Harassment is any unwanted physical, verbal or non-verbal conduct that has the purpose or effect of violating a person's dignity or creating an intimidating, hostile, degrading, humiliating or offensive situation or environment for them. A single incident can amount to harassment. Harassment may involve conduct of a sexual nature (sexual harassment), or it may relate to age, disability, gender reassignment, marital or civil partnership status, pregnancy or maternity, race, colour, ethnic or national origin, religion or belief, sex or sexual orientation. Harassment is unacceptable even if it does not fall within any of these categories. Victimisation provisions protect certain individuals who do (or might do) acts such as bringing discrimination claims, complaining about harassment, or getting involved in some way with another complaint (such as giving evidence).

- Victimisation may therefore occur where a person subjects another person to a detriment because either that person has acted in such a way and/or is believed to have acted in such a way, or may act in such a way.
- Bullying is offensive, intimidating, malicious or insulting behaviour involving the issues of power that can make a person feel vulnerable upset, humiliated, undermined or threatened. Power does not always mean being in a position of authority, but can include both personal strength, influence and the power to coerce through fear or intimidation. Bullying can take the form of physical, verbal and non-verbal conduct.