

The BID Foundation Constitution

1. Purpose of The BID Foundation

1.1 The BID Foundation (TBF) delivers strategic direction and practical support to business improvement districts (BIDs). Established in 2018, following wide consultation within the industry, TBF leads the evolution of the BID sector and is committed to:

- Acting as the custodian of the UK BID industry's evolution and reputation as professional place management organisations
- Advocating for BIDs, providing trusted and authoritative information that will develop a wider understanding of the role and significance of BIDs, and representing the BID industry to a wide range of stakeholders including national, devolved and local government
- Increasing the impact BIDs have, advancing best policy, practice and innovation across the industry to ensure BIDs make the most positive contribution to the places and stakeholders they serve
- Ensuring BID accountability and transparency, supporting and recognising BIDs and setting the industry's standards
- Further professionalising the industry through acting as an impartial and collegiate community of BIDs that enables the development of both shared and individual expertise and effectiveness
- Working in the interests of making better places and advancing the place management profession.

2. Status as a Community of Practice

Since its formation in 2018, TBF has been part of the Institute of Place Management (IPM). As a Community of Practice within IPM, TBF generates income via membership that finances the ongoing support and development of its members. To remain a Community of Practice, the collective membership of TBF should generate a minimum of £50,000 per annum. This figure is subject to annual review by IPM and TBF. See IPM website for further details of TBF's relationship to IPM <https://www.placemanagement.org>

3. TBF Membership

3.1 Membership of TBF is open to any operating BID (currently in the UK and Ireland), provided it agrees to actively support the purpose of TBF and meets, or is working towards meeting, TBF Industry Standards.

3.2 All TBF members are expected to actively support TBF, including on issues relevant to their region or nation, their type of BID area and on such other topics as they are known to be experienced in. Active support is expected to include the following: peer support; contribution to leadership and

working groups; participation in events and conferences; and achieving and maintaining industry standards.

3.3 BIDs applying to join TBF pay a membership fee based on their annual levy income. The membership fee covers a number of individual membership subscriptions for senior management, BID directors and other individuals who have a place management/leadership role. All individual membership assessments are based on experience and qualifications and are undertaken by IPM. For details see <https://www.placemanagement.org/the-bid-foundation/join-tbf>.

3.4 BIDs applying to join TBF and those renewing their membership must meet or evidence work towards the requirements of TBF Industry Standards.

3.5 The TBF Industry Standards accreditation scheme is the property of TBF, managed by IPM, as part of the membership benefits offered to BIDs.

3.6 All organisations and individuals in TBF are Partners and Individual Members respectively of IPM. Therefore they are required to adopt the relevant IPM Codes of Conduct. Failure to do so may render a Partner/an Individual Member open to disciplinary proceedings as set out in the IPM Codes of Conduct which may include revocation of membership of IPM and, by default, TBF.

4. TBF Activities

The specific activities of TBF ensure it meets its purpose and are defined in its annual plan agreed by the TBF Leadership Board. These will include (but are not restricted to) events, policy and public affairs, publications and provision of BID products and services.

5. TBF Governance

5.1 TBF is steered by three elected officers – a Chair and two Vice-Chairs, or two Chairs and a Vice-Chair as appropriate (the Elected Officers). These offices are open to any person holding the primary executive position (e.g. CEO, Executive Director, BID Manager) within a TBF BID and who is an Individual Member in good standing of IPM.

5.2 The role of the Elected Officers is as follows:

- To oversee the governance of TBF, chairing the TBF Leadership Board, and to be figureheads for TBF
- To work closely with IPM executives to review TBF and the delivery of its objectives and activities. This includes overseeing the development of an annual plan which outlines the activities TBF will engage in over

the coming year, and ensuring delivery of these activities, including services provided by IPM and collegiate input from TBF members.

- To represent the interests of TBF on the IPM Membership Council, where TBF has three representatives.
- To represent the perspective of TBF in discussions with other IPM Communities of Practice, policymakers and other stakeholders in the interests of making better places.

The Elected Officers are elected through a ballot of TBF members. Elected Officers are elected for a two-year term but can serve multiple terms if re-elected. On exit from relevant BID employment, an Elected Officer must stand down from their role and a new election must be held.

5.3 All nominees for Elected Officer positions must be nominated in writing by the Chair of the BID nominating them, at least 28 days before ballot. The nomination must confirm the name of the nominee, that such person is the primary executive within the BID, and that the BID Chair and the nominee both commit to supporting the nominee's active engagement as an Elected Officer (on average at least three hours a week).

5.4 The ballot will be undertaken by IPM. A full list of eligible nominees, together with a maximum 400 word biography for each nominee, will be circulated by IPM to all TBF members in good standing at the time of the calling of the ballot. Any member involved in any IPM or TBF complaints or disciplinary action will not be eligible.

5.5 Ballots will be sent by email to all IPM Partners and Individual Members who are also members of TBF. Balloting will be open for 14 days from the time of email dispatch and the return date will be made clear. The nominee(s) who obtain the highest number of votes will be offered the position(s) of Chair/Co-Chair(s). The nominee(s) who obtain the next highest number of votes will be offered the position(s) of Vice-Chair(s). For a single position, should more than one nominee tie for that position, the successful nominee will be the name drawn from a hat by the Chair of IPM.

5.6 All Elected Officers will be required to complete a declaration of active and past business interests upon appointment. Elected Officers must also act in accordance with the IPM Codes of Conduct. If an Elected Officer has a Code of Conduct complaint made against them, they will be suspended as an Elected Officer whilst investigations are made.

6. TBF network, Leadership Board and working groups

6.1 All TBF members are eligible to join TBF network meetings which will be held on a regular basis (at least twice a year). The purpose of these meetings will be to ensure TBF is representative of the broad range of BID membership

(by type and by geography), reflects on current issues of importance to the industry, and develops positions and action that manage the evolution of the industry.

6.2 A TBF Leadership Board of up to 15 TBF members, representing diversity in type of BID, geography and members, will be formed by invitation from the Elected Officers, in consultation with the Chair/s and Leadership Board. The purpose of the TBF Leadership Board is to support the Elected Officers in the overall governance of TBF, take responsibility for ensuring TBF achieves its objectives and oversees the activity of any TBF Working Group. The TBF Leadership Board will meet a minimum of three and a maximum of four times in each calendar year. All members of the TBF Leadership Board will be required to complete a declaration of active and past business interests upon appointment and to act in accordance with the IPM Codes of Conduct.

6.3 The TBF Leadership Board may choose to establish working groups which develop and deliver business plan activity under the direction of the Elected Officers and the wider TBF Leadership Board. TBF Working Groups are formed from the TBF membership and will meet as required between the TBF Leadership Board meetings to progress the objectives of TBF's business plan. At least 10 days in advance of the TBF Leadership Board meeting TBF Working Groups will feed back on any reports, verbal or written, to the Chair(s). No membership benefits will accrue to any person or organisation through participation in a TBF Working Group.

6.4 Meetings for the TBF Leadership Board and network will be arranged in autumn for the following year. IPM will work with TBF Elected Officers to arrange each meeting as required.

6.5 Attendance at meetings is in person or online, as appropriate. TBF Leadership Board members should attend at least three TBF Leadership Board meetings per year, and TBF members should attend at least one network meeting per year.

6.6 TBF Leadership Board and network meetings will be organised and attended by the TBF Elected Officers and relevant members of the IPM executive team. TBF Elected Officers may request attendance for all or part of the meeting from experts or special advisors. The quorum for a TBF Leadership Board meeting will be one quarter of Board membership in attendance, over and above the attendance of the Elected Officers.

6.7 All TBF meetings will be conducted in a professional and effective manner to progress business, taking into account that all TBF members must comply with the IPM Codes of Conduct. Open and frank debate is to be encouraged but the primary task of each meeting is to further the purpose of TBF.

6.8 Any member of TBF may approach the Chair(s) or appropriate IPM executive to request that a topic be placed on the agenda for a meeting. Such topic must be deemed by the Chair(s) and the IPM executive to be in the interests of BIDs to be included. Purely local items or individual issues should be resolved by the Chair(s) outside the meeting.

6.9 Items for inclusion on the agenda for a TBF Leadership Board meeting should be notified to the Chair(s) no less than 10 days prior to the meeting date. The Chair(s) and appropriate IPM executive have joint responsibility for agreeing the agenda and ensuring it is circulated with necessary papers to all TBF Leadership Board members at least five working days prior to the meeting.

6.10 Extraordinary items for the agenda which have arisen within 14 days prior to a TBF Leadership Board meeting, or which have intensified to such an extent that they have become pressing in that period, may be accepted to the agenda at the discretion of the TBF Chair(s).

6.11 The Chair(s) will appoint someone to take minutes for each TBF Leadership Board meeting. These minutes will be circulated to the Chair(s) for agreement within 7 days of the meeting and circulated to all within 14 days.

6.12 Decisions at TBF meetings will, where possible, be made by consent. Should a vote of TBF members participating in the meeting be necessary, a simple majority of those attending will be required for a decision to be made. Should a tie result, the Chair/the appropriate Co-Chair will have a casting vote. IPM representatives in attendance can advise but hold no vote.

7. Structure and responsibilities

7.1 TBF has a distinct structure within IPM as a Community of Practice. TBF has been established as an industry body and it is possible that this could lead to complete separation in time. This would entail a renegotiation of the services provided by IPM to TBF.

7.2 Whilst TBF is part of IPM, IPM retains all intellectual property from any work generated with the exception of work relating to industry or technical standards (where intellectual property is retained by TBF).

7.3 IPM undertakes that should TBF wish to separate from IPM, IPM would stake no claim over the TBF name and brand image.

8. Status and amendment

This document has been adopted following development by the TBF Leadership Board. It can be amended but this will require: prior consultation for a minimum period of 30 days with TBF members; approval by a majority attending a meeting of the TBF Leadership Board (which majority shall include Elected

Officers); and agreement by appropriate representatives of IPM, which agreement may not be unnecessarily withheld.

TBF Co-chairs:

 Nadia Broccardo

 Michele Wilby

IPM representative:

 Prof. Cathy Parker MBE

Dated : 4th December 2023