



Birmingham Chamber of Commerce & Industry Board Terms of Reference

1. Purpose of the Board

- 1.1. The main function of the Board is to promote the success of BCCI by directing and supervising the organisation's affairs within the remit of the Companies Act 2006, the Charities Act 2011 (if applicable) and in accordance with its Articles of Association.
- 1.2. The Board retains the task of making decisions on matters which might create significant financial or other risks to BCCI or which raise material issues of principle, therefore no major changes in direction should be entered into without discussion and approval by the Board.

2. Principles of the Board

- 2.1. The Board is to act:
 - Collectively as a 'Corporate Body' and therefore be jointly liable for all decisions made by the Board as a whole, a Committee of the Board or by an individual director.
 - In accordance with the law and the organisation's governing document.
 - Without prejudice and in the best interest of the organisation.
 - With transparency and prudence at all times.
 - With integrity, objectivity and honesty when carrying out its functions.
- 2.2. Decision-making requires a partnership between Board members and the Chief Executive which is based on mutual respect for, and understanding of, each others' respective roles.
- 2.3. The Board will seek to maintain a constructive attitude towards the executive directors, which encourages initiative and creativity and in return expect them to accept reasonable criticism without taking offence and be accountable to the Board.
- 2.4 Equality, diversity and inclusion is fundamentally and consistently embedded in the organisation and members of the board (and senior management) must ensure that there is accountability relating to equality, diversity and inclusion, and that this informs board and committee discussions and decisions.



Birmingham Chamber of Commerce & Industry Board Terms of Reference (cont)

3. Composition

- 3.1. The Board shall be made up of a minimum of four members (maximum sixteen) which may include co-optees and executive directors.
- 3.2. The composition must include the Chief Executive and members of the executive team who will attend all meetings in a voting capacity. At no time will executive directors comprise more than one-third (33%) of the Board, neither will there be more than five co-optees at any one time.
- 3.3. All Board Members will have equal voting rights.
- 3.4. Non-executive Board Members will be appointed or reappointed at each Annual General Meeting (AGM) in accordance with the Articles. The Board may appoint co-optees to fill vacancies which arise during the year and may also co-opt suitable persons to serve on any sub-committees.

4. Quorum

- 4.1. Any decisions taken by the Board must be determined by a majority of those directors and co-opted members present and authorised to vote. Decisions can only be ratified where the quorum of four is present.

5. Accountability

- 5.1. The Board is primarily accountable to the organisation's members but is ultimately accountable to all its stakeholders and the public at large.

6. Meetings

- 6.1. The Board will hold a minimum of three full meetings a year. A calendar of meetings will be produced at the outset and approved by the Board.
- 6.2. Where a Board member fails to attend 3 consecutive meetings, their position on the Board will be reviewed and if agreed, terminated.



Birmingham Chamber of Commerce & Industry Board Terms of Reference (cont)

- 6.3. A minimum of at least 14 days notice will be given for the meeting and the Secretary will be provided with any relevant documents at least 10 days before the meeting to be distributed to recipients no less than 7 days prior to the meeting.
- 6.4. Any three Board members may request an additional meeting at any time.
- 6.5. The executive must provide the Board with full, regular, relevant, clear and accurate information on matters under consideration which deals honestly with any major problems which arise and explains how they are being tackled.
- 6.6. A Board member may be nominated to act as the Chair to facilitate the meeting, where the Chair is absent and where there is no Vice-Chair.
- 6.7. Minutes will be presented to the Board at the next meeting for consideration, approved by the Board and signed by the Chair.

7. Responsibilities and Duties

7.1. *Areas of Responsibility*

- Provide strategic direction of the organisation by establishing and implementing:
 - The aims and objectives of the organisation
 - The policies and procedures for achieving the aims and objectives
 - The targets for achieving the aims and objectives.
- Monitor, review and evaluate the progress the organisation is making towards achievement of its aims and objectives.
- Ensure compliance with the organisation's values and objectives and the accountability of the Board and the organisation on a whole.
- Act as custodian in safeguarding BCCI's ethos and values by satisfying itself that affairs are lawfully and in accordance with the accepted standards of probity.
- Be a source of challenge and support to the Chief Executive and other executive team members using independent judgement.
- Be a responsible employer by determining the staffing and management structure of the organisation and ensuring high performance.



Birmingham Chamber of Commerce & Industry Board Terms of Reference (cont)

7.2. Further Duties

- Ratify the appointment of the Chief Executive and other executive team members.
- Ensure the Chief Executive carries out the responsibilities for the internal management and control of the organisation as well as the strategic framework established by the Board and is held accountable for the performance of the organisation.
- Take all strategic decisions, ensuring the consideration of the information and advice provided by the executive team.
- Agree and monitor the membership and performance of any sub-committees.
- Ensure the implementation and reviewing of the effectiveness of the Business Plan.
- Maintain overall financial control, approving annual accounts, budgets and long-term financial plans.
- Establish and oversee a framework of delegation and a system of control and risk management.
- Consider all partnership arrangements or affiliations with other organisations or external agencies.

8. Delegated Authorities

8.1. Where the Board delegates any function to a committee or individual, regard must be had to:

- The requirement that they should exercise their functions with a view to fulfilling a largely strategic role in the running of the organisation
- The responsibility of the individual or committee.

8.2. No decision made by a subordinate sub-committee will be binding upon the organisation until it has been ratified by the Board, except when a subordinate sub-committee is acting within its specifically delegated powers



Birmingham Chamber of Commerce & Industry Board Terms of Reference (cont)

Matters Reserved for the Board

Strategy and Management

Responsibility for the overall leadership and setting the company values and standards
Approval of the long term objectives and commercial strategy.
Approval of the annual operating and capital expenditure budgets and any material changes to them.
Extension of activities into new business or geographic areas.
Any decision to cease to operate all or any material part of the business.

Structure and Capital

Changes relating to the group's capital structure including reduction of capital, share issues (except under employee share plans), share buy-backs and major debt financing.
Major changes to the corporate structure.
Any changes to the company's listing or its status.

Financial Reporting and Controls

Approval of any significant changes in accounting policies or practices
Approval of treasury policies.
Ensuring maintenance of a sound system of internal control and risk management

Contracts

Approval of major capital projects.
Approval of major acquisitions or disposals of fixed assets or operations.
Approval of major rationalisation programmes

Board Membership and Other Appointments

Changes to the structure, size and composition of the board.
Ensuring adequate succession planning for the board and senior management.
Appointment to the board, following recommendation by the Appointments and Remunerations Committees.
Election of the Chair of the Board
Membership and Chairing of board committees.
Continuation in office of directors at the end of their term of office, when they are due to be re-elected by members at the AGM and otherwise as appropriate.
Continuation in office of any director at any time, including the suspension or termination of service of an executive director as an employee of the Company, subject to the law and their contract.
Appointment, reappointment or removal of the external auditor to be put to members for approval, following recommendation by the Audit Committee.



Birmingham Chamber of Commerce & Industry Board Terms of Reference (cont)

Communication

Approval of resolutions and corresponding documentation to be put forward to members at a general meeting.

Remuneration

Determining the remuneration of the Chief Executive following recommendation by the Appointments and Remuneration Committees.

Delegation of Authority

The division of responsibilities between the Chair and the Chief Executive.

Approval of terms of reference of board committees.

Receiving reports from board committees on their activities.

Corporate Governance

Undertaking a formal and rigorous review annually of its own performance, that of its committees and individual directors.

Determining the independence of non-executive directors.

Considering the balance of interests between members, employees, customers and the community.

Review of overall corporate governance arrangements.

Policies

Approval of the Whistleblowing and Health and safety policies.

Other

Approval of the level of Directors' & Officers' liability insurance.

Major changes to the rules of the pension scheme.

This schedule of matters reserved for the board

Equality, diversity and inclusion