

# **YORKSHIRE COAST BID LTD – DIRECTORS' RULES AND RESPONSIBILITIES**

## **INTRODUCTION**

1. This document has been approved for use by the Board of Directors of Yorkshire Coast BID Ltd (the **Company**) pursuant to Article 70 of the Company's Articles of Association (**Articles**), namely that 'The Board may from time to time make such rules as it may deem necessary, expedient or convenient for the proper conduct and management of the Company...'.
2. This list of the rules and responsibilities applies to the directors of the Company (the **Directors**) without prejudice to the statutory and common law duties of directors under the laws of England and Wales, including but not limited to those set out in section 172(1) of the Companies Act 2006 (the **Act**).
3. This list of rules and responsibilities supersedes all previous lists of rules and responsibilities applicable to the Directors, and is effective from Monday 18 January 2021.

## **RULES AND RESPONSIBILITIES**

1. Where possible the correct sector/skills mix will always be accommodated by election of an appropriate Director. However, if this is not possible, it will be provided either through co-option or attendance as an observer.
2. If no new candidates stand then those of the current Board standing will, if appropriate, be automatically re-elected at the Annual General Meeting of the Company and continue for a further year.
3. Where a levy payer has multiple hereditaments he/she may only cast one vote in meetings of the Board of Directors of the Company.
4. In order to stand for appointment to the Board of Directors of the Company, a levy payer



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Our aim is to promote, protect and support the Yorkshire Coast over the next five years

**This document is without prejudice and intended solely for BID levy payers to view to understand the BID Board decision making process. Dissemination, forwarding, printing or copying of this document is strictly prohibited in any manner without the prior written consent of Yorkshire Coast BID Ltd.**

must be:

- 4.1 a registered member of the Company and have paid the BID Levy or voluntary contribution to the appropriate amount, as the case may be, up to date at the time of their application for appointment to the Board of Directors of the Company;
  - 4.2 have completed and sent the attached Candidate Form to the Board of Directors; and
  - 4.3 be in agreement with the terms of a 'Letter of Appointment of Non-Executive Director', the signing of which is a condition of appointment as a Director.
5. All Director positions are voluntary and there will be no remuneration except for agreed, reasonable and authorised expenses incurred on legitimate Company business.
  6. All Directors must work in the best interests of the Company and its objectives, including but not limited to abiding by the standards set out in the Articles, and in addition, are required to treat the decisions of the Board of Directors made at duly convened board meetings as final and binding. Any attempt to try to undermine such decisions by issuing a requisition for a General Meeting of the Company to consider matters already determined by the Board of Directors shall be grounds for removal of that Director in addition to those in Article 54 of the Articles and at law.
  7. Elected candidates will not be able to stand for the position of Chair unless they have served a minimum of a year as a Director and ideally have served as Vice Chair.
  8. Board Directors must attend a minimum of 50% of Board meetings annually, and failure to do so shall be grounds for removal of that Director (at the discretion of the other Directors) in addition to those in Article 54 of the Articles and at law.
  9. Directors may be required to lead a minimum of one working group, for a specified period of time to assist in the development of Coastal or Area Specific projects. Appointments will be made by the Chair.
  10. Candidates for appointment to the Board of Directors, as well as Directors themselves, must declare any conflicts of interest, whether in accordance with sections 175, 177 and 182 of the Act or otherwise.

11. Candidates for appointment to the Board of Directors, as well as Directors themselves, are required to treat all communications and discussions of and relating to Company business, whether verbal or written, as confidential and not to be discussed, distributed or used in any way unless agreed by the Board.
12. If multiple applications are submitted for a specific Director post, BID Company Members will vote on their preference. Information from the Candidate Form will be supplied to BID Company Members to enable them to make an informed decision.



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