

Manchester City Centre Business Improvement District (BID)

2023-2028 Directors' Code of Conduct

Introduction

The City Centre Business Improvement District has existed since 2012, focusing on making the city centre a more attractive, vibrant and exciting place for shoppers, visitors and tourists.

With the successful legal ballot of 2022, the BID now covers retail, hospitality, leisure and office tenants within an area of the city centre that extends from Mosley Street to Deansgate and from King Street to Shudehill. It now includes around 600 businesses and will focus on delivery of events, (additional) cleansing and cleaning services, provision of hosting services and ensuring businesses are fully informed of activity within the city centre. In addition to attracting visitors and tourists, the BID will be working to encourage city centre workers to come back to the office. As a new strand from 2023, it will be working together with businesses on ESG matters.

The company (Heart of Manchester BID Ltd) is a not-for-profit company limited by guarantee. Directors are appointed under the Companies Act 2006 and will be registered as such with Companies House. They shall comply with all conditions of the Companies Act 2006 relevant to their appointment and responsibilities and with the BID's Articles of Association. As a company limited by guarantee, the personal financial risk for Directors is £0.

Failure to maintain appropriate standards may result in damage to the reputations of both the BID and the relevant individual. This Code of Conduct is therefore important and should be read carefully. It identifies a set of principles governing the behaviour of the Directors and with which each Director is expected to abide. Its purpose is to inform prospective Directors of the standards that will be expected of them in the performance of their duties. Directors should also be advised of the possible implications of inappropriate behaviour outside of their role with the BID.

This Code of Conduct will apply to all Directors, including alternate directors, and some of its requirements, for example the requirement to respect the confidentiality of Company information, will continue to apply after termination of appointment for any reason.

Failure to adhere to the principles could result in termination of appointment or other sanctions and may in some circumstances constitute a breach of the law. Directors should therefore minimise the risk to themselves and to the BID at all times and seek appropriate advice where necessary.

Role of the Directors

Directors of the Company have a number of responsibilities and duties which are outlined below. Some of these responsibilities arise from the requirements of the Companies Act 2006 or other legislation:

1. to act in the best interests of the BID at all times;
2. to act fairly, objectively and with the interests of all levy-payers of the BID as their guiding principle when making decisions;
3. to promote the success of the BID and support its principles and ethos
4. to proactively support the dissemination of information useful to the BID business sector, including personally helping the BID team by playing a leading role in networking and communicating across the BID and its partnerships;
5. to guard against conflicts of interest (see below for further detail);
6. to act in accordance with the BID's Articles of Association.
7. to only exercise powers for the purposes for which they are conferred;
8. to exercise independent judgment;
9. to exercise reasonable care, skill and diligence;
10. to accept no bribes of any type and to take all reasonable steps to prevent bribery and corruption within the BID;
11. to have responsibility for the BID's relationship with its creditors;
12. to maintain high standards of practice in all areas of corporate governance;
13. to ensure the BID's risks are appropriate, understood, and well-managed;
14. to ensure the BID has appropriate financial management systems and procedures in place including annual budgeting and planning, and in particular to ensure the BID complies with all corporate and financial procedures including filing of annual and other returns to Companies House, the appointment of an auditor (where appropriate), submission of annual accounts, preparation of the directors' comments within such accounts, registration for VAT, payment of any amounts due in accordance with required Customs and Excise returns, and fulfilment of the

BID's liabilities for corporation tax and such other taxes which may apply;

15. subject to the BID's Articles of Association, to determine how any powers shall be delegated, including to any committees of the BID;
16. to have responsibility for all matters of employment and health and safety;
17. to be responsible for delivery of the BID services, quality control and performance; and
18. To review this code and its continuing fitness for purpose and to make any necessary additions or amendments as required from time to time.

Conduct of the Directors

In order to fulfill these and other responsibilities that may arise from time to time, it is vital that Directors commit sufficient time to their role and that, in particular, they prepare adequately for and attend all meetings of the Board. Other than in exceptional circumstances, a minimum of 75% of board and other associated meetings should be attended.

Directors shall at all times be mindful of the Nolan Principles set out in Appendix A to this Code of Conduct and, in addition, acting professionally:

1. shall conduct themselves in such a way that their honesty and integrity are beyond reproach and shall not knowingly make false or misleading claims or irresponsible statements. They shall, in particular, be aware of potential conflicts of interest that may arise (see below);
2. shall not maliciously or recklessly injure the professional reputation of another person, the BID and/or its services;
3. shall, when called upon to give an opinion in their professional capacity, give an opinion which is objective and reliable to the best of their ability;
4. shall respect all relevant laws, statutory regulations and customs relating to services, products, processes and intellectual property, such as patents and copyright, and take proper cognizance of appropriate national and international standards; and

5. shall not (except under due process of law) communicate to any person or publish any information communicated to them in confidence either as an individual, or as a director, without the express authority of the directors.

Directors must continually be supportive of and promote the activities of the BID and the principles of the BID. This should include all aspects including dealings and media or other announcements as well as any other circumstances and/or situations involving any third parties.

Conflicts of interest

Directors should be mindful of the conflicts that may arise through personal relationships, financial involvement or acceptance of any gift or favour or hospitality. Conflicts of interest include conflicts of duty and conflicts of loyalty and may be direct or indirect, for example, involving a member of a Director's family or employees of a Company for whom the Director is employed.

Directors must take reasonable steps to ensure they are aware of conflicts of interest and where such conflicts of interest arise or are likely to arise they should:

1. make a full disclosure. A disclosure may be made in writing or at the first meeting of the directors at which the director becomes aware that a conflict may exist;
2. where appropriate, seek authorisation of the interest from the non-conflicted directors in accordance with the Articles of Association. Such authorisation cannot be granted retrospectively;
3. comply with any terms to which such authorisation is made subject, including, where required, abstaining from voting and/or absenting themselves from any meeting or part meeting of the Directors at which a matter in which they have an unavoidable conflict of interest is to be discussed and decided.

Appendix A

The Seven Principles of Public Life (the Nolan Principles)

- **Selflessness** to 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** not to 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, to make choices on merit.
- **Accountability** to be accountable for decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
- **Openness** to be as open as possible about all the decisions and actions that they take and give reasons for any decisions and restrict information only when the wider public interest clearly demands it.
- **Honesty** to declare any private interests relating to public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
- **Leadership** to promote and support these principles by leadership and example.