

## Horsham BID Ltd Directors Code of Conduct

This code of conduct is based on the published IoD Policy Paper “A Voluntary Code of Conduct for Directors, A Proposal for the UK government”. Published June 2022. This Code of Conduct has been modified to meet the requirements of Horsham BID Ltd.

### **Article 1: Directorship**

As a director, I agree to:

1. Understand my legal duties as a director.
2. Assume individual and collective responsibility for Horsham BID Ltd.
3. Apply commercial judgement in the best interests of Horsham BID and its stakeholders.
4. Ensure that Horsham BID Ltd complies with the law.
5. Maintain the financial viability of my organisation and, if that is no longer possible, take appropriate action to protect the interests of creditors.
6. Devote sufficient time and attention to my role (min 1 hr a week).
7. Acquire first-hand knowledge of Horsham BID Ltd, its operations and its key people.
8. Attend as many board meetings as possible (minimum 75%) and participate fully in deliberations.
9. Avoid over-extending myself by accepting too many directorships or other business obligations.

### **Article 2: Integrity**

As a director, I agree to:

1. Act honestly, in good faith and in the best interest of Horsham BID Ltd and its stakeholders.
2. Place the interests of Horsham BID Ltd above my personal interests.
3. Be open and transparent to the rest of the board in respect of my personal interests and activities.
4. Exercise independent judgment.
5. Take reasonable steps to be satisfied as to the soundness of all board decisions.
6. Avoid conflicts of interest wherever possible and, if this is not possible, make full and prior disclosure of any conflict, or potential conflict, to the rest of the board.
7. Express disagreement on matters of concern with other board members, including the chair, chief executive or managing director.
8. Recognise that resignation or dismissal from the board may sometimes be the ultimate consequence of sustained disagreement on a matter of conscience or judgement.
9. Adhere to collective responsibility for agreed board decisions as a loyal member of the board.

### **Article 3: Responsible Business**

As a director, I agree to:

1. Ensure that Horsham BID Ltd’s staff and Directors behave in a socially responsible manner.
2. Evaluate board decisions in a broad social context and be conscious of the impact on society and the environment.
3. Encourage the board to define a business purpose which articulates why Horsham BID Ltd exists and the problems it is seeking to solve.
4. Encourage and support Horsham BID Ltd to minimise and seek to reduce its carbon footprint over a reasonable timeframe.
5. Ensure that suppliers are paid in a timely manner, particularly SMEs, and advocate becoming a signatory to the Prompt Payment Code (<https://www.smallbusinesscommissioner.gov.uk/ppc/about-us/>)
6. Insist on a zero-tolerance approach to bribery in Horsham BID Ltd and in its business partners and intermediaries.

**Article 4: Inclusion and diversity**

<https://www.mckinsey.com/featured-insights/mckinsey-explainers/what-is-diversity-equity-and-inclusion>

As a director, I agree to:

1. Encourage and support the development of a Diversity and Inclusion Policy at Horsham BID Ltd which should apply to all Directors, staff, contractors and other stakeholders.
2. Promote an inclusive approach to board composition and business practice.
3. Advocate the benefits of inclusion and diversity in enhancing decision making, attracting talented employees and building societal trust.
4. Avoid serving on boards that do not value an inclusive business approach.

**Article 5: Members (BID levy payers)**

As a director, I agree to:

1. Understand the expectations of members and endeavour to take account of them when making decisions.
2. Engage with members on the general strategies being adopted for Horsham BID Ltd other matters of importance.
3. Ensure that all members are treated fairly.
4. Avoid prioritising the demands and expectations of one member over another.

**Article 6: Stakeholders**

As a director, I agree to:

1. Pay regard to the interests of all stakeholders with a legitimate interest in the success of the organisation.
2. Build the goodwill and commitment of stakeholders towards Horsham BID Ltd.
3. Help develop strong lines of communication and mutual understanding with relevant stakeholders.

**Article 7: Confidentiality**

As a director, I agree to:

1. Not disclose confidential information received in my role as a director, unless that disclosure has been authorised by the board or is required by law.
2. Not make improper use of information acquired by virtue of my role as a director.

**Article 8: Continuing Professional Development**

As a director, I agree to:

1. Strive to improve my competence as a director.
2. Build my knowledge and skills as a director wherever the opportunity arises.

**Article 9: Personal Conduct**

As a director, I agree to:

1. Exhibit high standards of personal conduct, both inside and outside of the boardroom.
2. Take into account the impact of my behaviour on employees and other stakeholders.
3. Avoid behaviour which might affect the reputation of my organisation, or which contradicts its values.
4. Treat others with respect, dignity and consideration, including colleagues, employees and other stakeholders.

Name of Board Director:.....



Confirmation that I have read, understood and agree with the expectations set out in this Code of Conduct.

I accept that should my conduct fall outside of the expectations set out in the Articles of Association, Board Directors Roles and Responsibilities and / or this Code of Conduct, my behaviour may be addressed by the Board or a representative and I may be asked to undertake additional training, asked to resign from my post or be removed from post by Horsham BID Ltd Members. Any activity or conduct deemed illegal or immoral will be reported to the relevant bodies.

**Signature:**.....

**Date:**.....