

Board Member Memorandum of Understanding

Wrexham BID Ltd | Company No. 16536873

Last Updated: February 2026

This Memorandum of Understanding ("MOU") sets out the mutual expectations, commitments, and responsibilities between Wrexham BID Ltd ("the BID") and each individual serving as a Director or co-opted member of the Wrexham BID Board ("the Board Member"). It is intended to complement, and should be read alongside, the BID's Articles of Association and the Companies Act 2006.

1. Role of the Board

The Board of Directors of Wrexham BID Ltd is collectively responsible for:

- Setting the strategic direction of the BID in line with the approved BID Business Plan.
- Ensuring that levy funds are deployed effectively, transparently, and in the interests of the levy-paying business community.
- Holding the BID Manager to account for operational delivery against agreed objectives and KPIs.
- Safeguarding the legal, financial, and reputational integrity of Wrexham BID Ltd as a company limited by guarantee.

2. Commitments of the Board Member

By accepting appointment to the Wrexham BID Board, the Board Member agrees to:

2.1 Attendance and Participation

- Attend a minimum of 75% of scheduled Board meetings in any 12-month period. A Board member who misses three consecutive meetings without prior apology or good cause may be asked to stand down.
- Prepare adequately for meetings by reviewing the agenda and supporting papers in advance.
- Actively contribute to debate, decision-making, and the work of any sub-committees or working groups they are appointed to.

2.2 Conduct and Representation

- Act in the best interests of the BID and the levy-paying business community as a whole, rather than in the interests of any individual business, sector, or personal commercial interest.
- Act with honesty, integrity, and transparency at all times.
- Uphold and promote a positive and professional image of Wrexham city centre in all public and private communications.
- Respect the confidentiality of Board discussions and commercially sensitive information. Board matters must not be disclosed externally without the prior approval of the Chair.

2.3 Conflicts of Interest

- Declare any actual, potential, or perceived conflict of interest promptly to the Chair and record it in the Register of Interests, in line with the BID's Conflict of Interest Policy.

- Withdraw from any discussion or decision where a conflict of interest exists, unless the Board agrees otherwise.

2.4 Legal and Financial Duties

- Comply with all obligations as a Director under the Companies Act 2006, including the duties to act within powers, to promote the success of the company, to exercise independent judgement, and to avoid conflicts of interest.
- Not to bind the BID to any financial commitment beyond their delegated authority as set out in the Finance and Procurement Policy.
- Notify the Chair immediately if they become aware of any potential insolvency risk or legal issue affecting the BID.

3. Commitments of Wrexham BID Ltd

In return for the Board Member's service and commitment, Wrexham BID Ltd agrees to:

- Provide timely and accurate Board papers, management accounts, and operational updates in advance of each meeting.
- Offer appropriate induction, training, and support to enable Board members to fulfil their duties effectively.
- Reimburse reasonable and evidenced expenses in line with the BID's Finance and Procurement Policy.
- Treat all Board members with respect, fairness, and inclusivity.
- Keep Board members informed of significant developments affecting the BID between scheduled meetings.

4. Term of Appointment

Board membership is for the duration of the current BID term, subject to re-election at the Annual General Meeting as required by the Articles of Association. Board members may resign at any time by giving written notice to the Chair.

5. Acknowledgement and Signature

I confirm that I have read, understood, and agree to abide by the terms of this Memorandum of Understanding and the associated policies of Wrexham BID Ltd.

Board Member	Chair / BID Manager
Full Name: _____ Signature: _____ _____ Date: _____ _____ Business / _____ Organisation: _____	Full Name: _____ Signature: _____ _____ Date: _____ _____ Capacity: _____ _____