

JULY 2019 MEETING MINUTES

White Lodge Hotel
The Crescent
Filey

Wednesday 24th July
12pm-3pm

1. Welcome and Introductions
2. Items to be ratified
3. Introduction to Company Accountant
4. Presentation for PR Agency
5. Year 1 Strategy
6. Company Launch
7. AOB

ATTENDEES

Clive Rowe-Evans (CRE)
Kerry Carruthers (KC)
James Hodgson (JH)
Andrew Clay (AC)
Dean Bullen (D-B)
Jayne Nendick (JN)
Ben Gilligan (BG)
Mark Miller (MM)
Pete Gibson (PG)
Mark Kibblewhite (MK)
Michael Graham (MG)

PROXY

Mo Driffield (MD)
Rudi Barman (RB)

APOLOGIES

David Bowe DB
Cllr Horton (SH)
Richard Bradley (R-B)
Jo Dooley (J-D)
Janet Deacon (JD)

1.Welcome / Introductions / Minutes

July 9th Actions completed and minutes accepted

Meeting with quorate: 64.2% in attendance

CR-E: Quorum clarified for voting purposes:

19% Voting share between public bodies: – 3 present, 6.33% vote each

81% Voting share between private sector directors: 7 present, 2 authorised via proxy

NB: Abstentions which affect voting % and calculations are shown below

No objections to MK acting as NYCC Director in the absence of D-B.

2.items for ratification

Matters discussed at pre-board meeting for ratification, including:

Role of independent chair and the relinquish of area position:

Chair nominations: Clive Rowe-Evans

Full board, with the exception of Clive Rowe-Evans present had full and frank and detailed discussion regarding the role of the chair, CR-E previous experience, pro/con of involvement with the BID development process.

VOTE: 100% in agreement to appoint CR-E as Chair

Company employees: Role of Executive Director

Discussions around the suitability of the job title as it implies a Director role with voting rights. Alternative titles discussed such as BID Manager, Operations Officer took place before final agreement reached to amend the title to Chief Executive Officer (CEO).

Applicants for the role of CEO: Kerry Carruthers

Full board, with the exception Kerry Carruthers present had full and frank detailed discussion regarding the role, experience, level of responsibility and advertising the position externally.

Independent advisor provided feedback to the Chair about KC capabilities and suitability for the position and the Board continued to discuss the benefits of employing someone with extensive knowledge of the BID and businesses to assist the Board moving the Company forward.

VOTE: 100% in agreement with the appointment of Kerry Carruthers as CEO

Role of Project Coordinator

Discussions around the responsibilities included within the role, full or part time requirements. Suggested that due to the varied nature of role, 2 x p/t is preferable at this stage as opposed to 1 f/t to ensure that the correct skill sets are obtained and keeps employee costs within operating costs to a minimum.

Discussions held around a capped f/t salary that could be split into 2 p/t roles for KC to appoint from September in line with administrative requirements.

VOTE: 100% in agreement with the appointment of a project coordinator for KC to appoint.

Company Member Rules

All suggested amendments were sent for independent review, including point 6 and removing 7-10.

Extensive discussions were had regarding amended point 6 further and also removing point 11. Encourage regular admittance of new members: Final review of the register to take place annually.

VOTE: 91% in favour of removing point 11

VOTE: All in agreement for the full set of revisions to be made and to republish immediately

Company Suppliers

To enable the set-up of the Company, interim directors JS and CR-E reviewed tenders and ratified the essential suppliers for the company.

CR-E, BG and JN nominated as company signatories and to discuss the financial protocols, including online BACS payments to ensure a robust system with safety measures are included. All financial protocols to be presented back to the Board.

VOTE: 100% in favour of items listed within company suppliers and company signatories.

Special Resolution: Update the Articles of Association

VOTE: 100% in agreement

ACTION: KC to update all documents and instructions accordingly.

3.Introduction to Company Accountant

Contract and services provided discussed in detail with the Board.

4.Introduction to PR Agency

Following the supplier presentation, robust conversation surrounding the need for PR, it's relevance and management.

ACTION: MG/AC to assist KC developing a comms plan and then revisit PR support.

5.Year 1 Strategy

Part 1:

To use "promote", "protect" and "support" as the 3 strategy arms that projects sit within.

VOTE: 100% in agreement

Part 2:

To streamline Board meetings and allow for greater discussion around proposed projects, 3 private sector led strategy groups, led by KC to be created.

MK: Queried lack of stakeholders positioned in strategy groups.

CR-E: Confirmed that the 3 groups are not to work in isolation as there will be crossover with some projects, KC will ensure stakeholders are invited to join when relevant.

VOTE: 100% all in agreement

Part 3:

Projected Y1 financials presented to the Board, showing the funding impact of potential projects on coastal and area funds. Emphasis was made to review all projects in detail and to pay particular attention to how projects are rolled out to ensure the BID does not over commit. KC highlighted projects which may be more suitable for year 2 and 3.

Board sought clarification on scoring system and application.

KC: Application Guidelines and Forms have been created; organisations have approached the BID for this information

ACTION: KC to update guidelines with new strategy headers and attach scoring system

14 Projects were presented for immediate review and all were agreed to move forward to strategy groups to review in greater detail.

2 time sensitive promote projects and **1** support projects were discussed in greater detail.

KC: Requested that votes could take place via online election software so deadlines could be met.

VOTE: 100% in agreement for projects to be voted on outside of the Board.

ACTION: KC to schedule votes to take place on the 7th and 11th August.

6. Company Launch

Timeline presented and KC emphasised that levy payers need to be notified on the 25th as to who is on the Board, what changes have made and what is happening next.

Press Release A approved for 12pm 25.7.2019. BG to provide interview, MM & RB to provide written comments.

Press Release B suggested to the Board and content to be changed to an alternative project due to the complexities with the initial project.

ACTION: KC to issue Board with a revised Press Release B with comments from JH and D-B.

KC: Stressed the importance of providing the levy payers with strategy and project information for further feedback and consideration.

Board agreed to proposed rollout:

Key projects under consideration to be announced weekly.

Strategy meetings to be arranged in each town, to take place before the end of September for levy payers to register to attend and provide feedback.

2 events to be organised for January/February to launch key projects.

ACTION: KC to provide meeting structure, locations and invitations for the board to consider.

7. AOB:

Robust discussions held around the publishing of company board minutes. Board members felt strongly that the Company should operate as openly as possible. Concerns highlighted about potential misuse of information.

Board agreed to publish minutes, but they will be required to be signed off ready for publication at the start of each Board meeting.

Actions:

KC: Update and republish Member Application Form

KC: Update and republish Articles of Association

CR-E/JN/BG: Review all draft financial protocol documents for the Company

KC/MG/AC: Develop a 3 month comms plan

KC: Update guidelines with new strategy headers and attach scoring system

KC: Revise Press Release B

KC: Structure of strategy meetings, locations and invitation for the board to review

