

JULY 2019 MEETING MINUTES

White Lodge Hotel
The Crescent
Filey

Tuesday 9th July
1pm-4pm

1. Welcome and Introductions
2. Board Training: 2 Parts
3. Company Setup
4. Year 1 Strategy
5. Launch and Communication
6. Future Meetings
7. AOB

ATTENDEES

Clive Rowe-Evans (CRE)	Pete Gibson (PG)
Mo Aswat (MA)	Cllr Shaun Horton (SH)
Kerry Carruthers (KC)	Mark Kibblewhite (MK)
James Hodgson (JH)	Michael Graham (MG)
Rudi Barman (RB)	Richard Bradley (RB)
Andrew Clay (AC)	
Dean Bullen (D-B)	
Jayne Nendick (JN)	
Ben Gilligan (BG)	
Mo Driffield (MD)	

OBSERVERS

Andy Gray (AG)
Janet Deacon (JD)

APOLOGIES

Mark Miller (MM)
David Bowe (DB)

1. Welcome and Introductions

Apologies from MM

Thanks to JH for hosting the meeting

2. Board Training and BID Background

Part 1: Presented by MA

Board discussions around BID levy payments:

MA: BID Company will work with local authorities to follow a full collection procedure.

Collections typically follow the following schedule:

- 80% received with no problems
- 80-90% require additional conversations and notices
- 90-95% require further notices
- 95-100% may require court proceedings

JH: Requested clarification on collection fees

KC: Confirmed that SBC and ERYC confirmed collection fees at 3%; all will be outlined within the operating agreement

MA: Explained that the decision-making process around project approvals needs to be robust and where funding is to go to an existing supplier, terms of funding should include the appropriate PR and credit.

Recommend for the Board to start looking at other high performing BIDs to see how a BID can develop from operating project orientated to becoming a leading place shaping body.

Part 2:

D-B: Cited awareness of concerns surrounding the Member form and its restrictions

KC: A series of amendments have been proposed for discussion later in the meeting and the suggestions are also being independently reviewed.

Director Insurance

MA: Professional attendees: Covered by their own insurance

Directors and company employees: Will be covered by BID procured insurance

Observers: Are advised to not contribute during meetings as an observer is not covered until the director or employee insurance. i.e. if an observers contributions was to sway the outcome of a decision made by the board which later related in a claim, the observer would not be covered.

Alternates: If they attend instead of the Director, all responsibilities and associated cover will be passed onto the alternate. If an alternate contributes in the presence of a Director, the Director will be minuted as the contributor.

Clarification on Board voting decisions:

MA: 50% of all directors are required to attend for the meeting to be quorate

When votes are cast the following rules will apply:

- Private sector: Secured 81% voting share of those in attendance at Board meetings
- Public sector: Maximum of 19% voting share of those in attendance at Board meetings

Confirmed the option for proxy voting, so long as the meeting is quorate

Confirmed that this should be considered by non-attending directors to ensure the meetings are quorate.

Company Setup

Presentation made which included a year 1 business plan, board approval and strategy

BID Board:

For the Board to adopt an independent chair.

The position requires the individual to relinquish voting rights (unless to break a tie) and their relevant board position. Role is to provide independent review of all decisions made and to focus on bringing in additional 20% revenue to offset operating costs.

Nominees for Chair: Clive Rowe-Evans

Further discussions were held without Clive Rowe-Evans present before the group agreed the role of independent chair.

Role and offer for Clive Rowe-Evans to become the Boards independent chair to be ratified at meeting on the 24th July 2019.

Company Employee

Appointment of an Executive Director

Further discussions were held without Kerry Carruthers present to discuss the role.

Group recommended to change the title of executive director to chief executive officer to clarify that this is a company employee, not a member of the Board with voting privileges.

Amendments need to be made to the Articles of Association.

Role and offer for Kerry Carruthers to become the company chief executive officer to be ratified at meeting on the 24th July 2019.

Press

Require a structure for which the company can respond to press enquiries in a timely manner.

Requested group to advise of any concerns ref being requested for comments and statements.

AC: Recommend a Q&A is put together for the Board to ensure that responses are consistent

D-B: Questioned whether it was appropriate to be driven by a desire for recognition for the BID i.e. is it appropriate to create something of value where credit will be granted, or is it more appropriate to support an existing service and not receive any credit
Recommend speaking with individuals based on the responses required

Member form

KC: Recommend the removal of points 7, 8, 9 and 10

KC: Recommend the revision of point 6 to read: "Members should work in the best interests of the company..."

KC: Recommend the revision of point 11 to read: "...Any membership declined shall be scheduled for review within 12 months"

D-B: Suggest removing point 11 in its entirety.

All in agreement reference removal of point 11

All suggested amends/removals will be sent for independent review so decisions can be ratified at the meeting on the 24th July 2019.

Company Suppliers

A minimum of 3 quotes and meetings have been undertaken with potential company suppliers and details of the recommended suppliers are available for review. The company required the following suppliers to be ratified by the interim directors to enable company set up:

Accountant, Bank, Office, BID support. Requotes have been requested for insurance.

Suppliers relating to BID CRM and PR require review.

PG: Offered assistance in reviewing BID CRM

Group requested PR Company and Accountant to come to future meeting to explain support

ACTION: KC to organise for the next meeting

Board Meetings

KC: Recommend for meetings to be rotated throughout the area and additional consideration is required when organising any meetings during March-August.

Agreement for the next meeting to take place on the 24th July 2019, 12pm-3pm.

All in agreement for meeting to be held again at the White Lodge Hotel, Filey but future meetings to be rotated.

Company communication and sharing of documents

KC: To avoid losing information over emails, a platform has been set up which includes links to all company documentation to be reviewed and the opportunity to store feedback in one place.

Year 1 Strategy

KC: Strategy outline and individual projects have been costed for review.

D-B: Questioned if the projects can be discussed with outside businesses

KC: Suggested that information should be kept confidential unless directed otherwise by the group, until the next meeting where they will be discussed in greater detail.

All in agreement

Launch and Communication Strategy

Discussions to take place at next meeting

Future Meeting Dates

To be organised via email

AOB

ACTION POINTS

KC: Send invitations for company platform to group

KC: Amend Member Rules and send for independent review

KC: Share an internal contacts list for the group

KC: Organise accountant and PR Company to attend next meeting

ALL: Complete declaration of interest form

ALL: To review business plan / strategy documents

KC: Prepare a press plan for launch

KC: Send proxy information

