

# 4TH SEPTEMBER 2020 MEETING MINUTES

Online

1. Welcome / Introductions / Minutes
2. Member Register
3. Articles of Association / Member Rules
4. S303
5. Financial Update
6. Devolution
7. Board Meetings
8. Year Two Levy
9. Year One liabilities
10. Operations
11. AOB

## ATTENDEES

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Clive Rowe-Evans (CRE)  
Kerry Carruthers (KC)  
Jayne Nendick (JN)  
Dean Bullen (D-B)  
John Harding (JDH)  
David Bowe (DB)  
Shaun Horton (SH)  
Richard Bradley (RB)  
Janet Deacon (JD) – Observer  
Will Hall (WH) – Observer

## PROXY

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Ben Gilligan (BG)  
Mo Driffield (MD)  
Michael Graham (MG)

## APOLOGIES

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Ben Gilligan (BG)  
Mo Driffield (MD)  
Pete Gibson (PG)  
James Hodgson (JH)  
Michael Graham (MG)

## 1. Welcome / Introductions / Minutes

June 18th Actions completed and minutes accepted  
Appointment of JDH confirmed, no objections

### Quorum

Meeting with quorate: 54.5% in attendance  
Quorum clarified for voting purposes (including proxies):

19% Voting share between public bodies: – 3 present, 1 authorised via proxy % share is 6.3% each for general votes and 4.75% for pre-determined votes allowing proxies.

81% Voting share between private sector directors: 4 present, 2 authorised via proxy, % share is 20.25% for general votes and 13.5% for pre-determined votes.

NB: Abstentions effect voting % and calculations are shown below

CRE: Confirmed that proxies are only acceptable for votes when the board is quorate.

## 2. Member Register

Actions taken:

- Legal advice sought for clarification about the treatment of member register requests
- Information provided to an individual requesting information
- Information provided to Companies House

CRE provided detail about the Member Register, including how that following acceptance of it, that it will be reissued to the individual making the request and companies house

### CRE moved to vote:

#### **For the board to accept the Member Register as of 31.07.2020**

All in favour (including proxies): 100%

#### **For the board to resume responsibility for the Member Register and sign off at each board meeting**

**In favour 8: (including proxies): 100%.**

Abstain: 1:

**ACTION: KC to reissue S116 to applicant by 30.09.2020**

### 3. Articles of Association / Member Rules

Due to the timings of when BID Co receives payment notifications, it was highlighted to the board that the Articles of Association provide no flexibility in prohibiting the automatic removal of members if they pay post three months. An amendment was presented to bring the member rules and Articles of Association inline so members were not removed via a technicality.

#### **CRE moved to vote:**

#### **Amendment to Articles of Association and Member Rules**

**In favour: 6 (including proxies): 100%**

Against: 0

Abstain: 3

**ACTION: KC to review options and bring back to the board**

### 4. S303

Background provided to the board by CRE regarding the S303 and decisions made following advice received from BID Co solicitors.

CRE opened up further discussion with the board regarding the feasibility of holding a General Meeting and/or AGM after the end of year accounts were signed off in October.

D-B: Raised concerns around time constraints for directors to be involved in a GM/AGM.

#### **CRE moved to vote:**

#### **To hold a GM/AGM post October 2020:**

In favour: 1 (27%)

**Against: 3 (73%)**

Abstain: 2

### 5. Financial Accounts

Board updated on the status of Bid Co EOY financial accounts and advised by CRE that they should be ready to view in October.

Additional information was shared regarding the financial impact of the deferral and emphasis made on the impact on individual funding accounts.

CRE: Highlighted to the board that there is a need for the BID Co to support activity over the next six months, in particular for retailers and advised the board to understand the current commitments and the part they will play.

**CRE raised an action for the board: To consider alternative sources of funding and share any opportunities.**

## **6.Devolution**

DB provided an overview of the impact of devolution and what is being proposed  
KC presented a suggested response from the board, which would agree in principle to devolution based on the additional financial investment that can be brought into the area through the streamlining of local authority operations, however, the suggested response does not favour any particular proposal that is under consideration.

D-B and RB provided suggested amendments, which were made and displayed within the meeting

### **CRE moved to a vote:**

**To issue a supportive response to DCHLG regarding devolution, as per the suggested response**

**In Favour: 3: 100%**

Against: 0

Abstain: 3

## **7. Board meetings**

CRE issued a reminder to the board that due to the immediate effects of Covid-19 lockdown, that they agreed to appoint an executive board to review proposals and make recommendations for final approval.

CRE invited discussion around dissolving the executive board, to allow all of the board to re-engage.  
Particular discussion centred around:

### **Online versus in person board meetings**

RB and DB: Clearly stated that meetings should remain online

JDH: Requested the opportunity, if possible, to meet in person, to allow for more fluid discussions due to internet connection issues for some.

SH: Suggested an opportunity to hold hybrid board meetings: Online for those who cannot attend and to keep the numbers meeting in person smaller and in line with government guidelines.

D-B: Agreed with JDH that it would be a good option to allow for a hybrid to remove unnecessary travelling for those located further afield.

RB: Stressed that in all instances, the government guidelines should be reviewed and understood.

DB: Supported RB and urged the board to take the threat very seriously as the local situation could change in a very short space of time and should be monitored closely for the following six months.

CRE: Reiterated that the chair's responsibility is to ensure the safe and efficient running of the meetings is of utmost importance and that any decisions to resume meetings in person will be communicated in full to everyone at a future date.

#### **CRE Moved to vote:**

##### **Resume monthly board meetings**

**All in favour (including proxies): 100%**

ACTION: KC to diarise meetings until the end of the year

#### **CRE Moved to vote:**

##### **Dissolve executive board**

**All in favour (including proxies): 100%**

***RB and DB left the meeting at 12:29: Board meeting ceased to be quorate***

#### **8. Year Two Levy**

Following the issuing of a document pre-meeting, full and frank discussions took place, including advice provided by solicitors, BID institutions and consultant.

In addition, D-B presented his views to the board about an alteration ballot with pre-determined outcome.

CRE concluded that any items which were deemed as legal options would be reviewed in further detail and a vote would be issued to the board as soon as possible. CRE stressed the importance for the BID Co and directors to work within the regulations.

D-B: Requested for any items taken to vote for the individual castings to made available to all directors

CRE: Stressed that it was the standard course of action should a vote be passed on any motion.

## **9. Year One Liabilities**

Board reminded of their earlier decision to not write off the outstanding year one liabilities based on fairness to those businesses that had already paid. It was highlighted that businesses have 14 days to pay and that to date, 12 months leeway had been provided due to collection being halted due to COVID-19 and the inability to pursue through the courts.

KC: Reminded the board that when local authorities are able to resume the final stage of collection for year one, that the information and dates will be presented to them.

CRE: Posed the question back to the board, about whether they wish to revisit their earlier decision.

JN: Any decisions taken would need to be consistent across both local authorities

No further issues were raised regarding revisiting the earlier decision to enforce year one liabilities when possible.

## **10. Operations**

Moved to a future board meeting due to time constraints

## **11. AOB**

No issues raised



**MINUTES ACCEPTED ON NOVEMBER 17TH 2020**