

**CRIEFF SUCCEEDS BID Co. BOARD**  
**Minute of a Meeting held on**  
**Tuesday, 1<sup>st</sup> September 2015**  
**6.30 p.m., Crieff Hotel**

**PRESENT:** David Agnew (DA); Paul Attewell (PA); Scott Bennett (SB); Ailsa Campbell (AiC); Stuart Cassells (SC); Neil Combe (NC); Andrew Cuthbert (AnC); Graham Donaldson (GD); William Frame (WF); Dave Howie (DH, PKC); Stephen Leckie (SL); Bobby Salmond (BS)

**ATTENDANCE:** Graeme Bingham (GB); Alan Rankin (AR); Jean Ann Scott Miller (JASM)

**APOLOGIES:** Bob Anderson (BA); Simon Pengelley (SP); Lorraine Davey; Steuart Cuthbert

**1. Welcome**

AR extended a warm welcome to the first meeting of the BID Co. Board.

**2. Introductions**

- Stephen Leckie. Previously chaired the Steering Group. Lengthy process – thanks and congratulations to all. BID must not be seen as panacea for all Crieff's ills, but in co-operation with other bodies in the town will certainly have major role in promoting improvement/success.
- William Frame. Passionate about Crieff. Town better off than many others, particularly in West of Scotland, but could be better still. Personal interests in property/Scottish food and drink will be used to raise the game.
- Stuart Cassells. General Manager, Glenturret Distillery. Lot of potential in Crieff, especially if businesses come together. Branding crucial to success.
- Dave Howie. PKC Community Economic Development Adviser. To act as liaison with PKC. Happy to be involved with sub-groups for support/advice.
- Kate Graham. Co-op Regional Manager. Keen to be actively involved and share experience/expertise. Co-op very much part of the community/community minded.
- Graham Donaldson. Confectionery manufacturer. Previous experience with business bodies ended in failure due to lack of funds. BID has funding and provides real opportunity to make the money work.
- Neil Combe. Resident for 16 years. Seen many changes, as with other small towns. BID provides opportunity to move on. From viewpoint of own business – Carnelian Crafts – would like to see BID encouraging local shoppers as well as tourism.

- Paul Attewell. Red Squirrel Café. Communication with levy payers crucial to BID's success.
- Bobby Salmond. Family business founded in 1924. Contrast between vibrant town in 1960s and now. Would like to see vibrancy restored. Did not back BID initially – emphasis on marketing premature. Infrastructure, particularly parking, must be in place before major drive to bring more people to the town.
- Andrew Cuthbert. Been in business in the town for 25 years. While own business unlikely to benefit directly from BID, keen to see BID and Crieff succeed.
- Scott Bennett. Strathearn Gallery. Big personal commitment to return to Scotland – here for the long term. Crieff has huge potential and BID will help to revive the town's spirit.
- David Agnew. Valentines of Crieff. Backed BID from the first. Many opportunities for change/improvement at different levels to put Crieff on the map. From Day One, Steering Group was lively/co-operative/positive. Sound basis for new Board.
- Ailsa Campbell. In Crieff through marriage to Iain the Baker – old-established family business. Since 2014, Chair of Crieff Community Trust. Strong belief in partnership/co-operation between Trust, Community Council, BID. BID fortunate in having funding to provide vehicle for change/progress.
- Alan Rankin. BID project leader since May 2014. Contracted to take process to ballot. Now acting in advisory capacity up to appointment of BID Manager. Would hope to have formal handover in due course.

### 3. Election of Office Bearers

3.1 **Background.** AR explained that the new company was a Company Limited by Guarantee, but without charitable status. It operated under contractual arrangements with Perth and Kinross Council (PKC), set out in the Operating Agreement. The Company had been registered with Companies House, with three named Directors – Stephen Leckie, Ailsa Campbell, Graham Donaldson. The names of the remaining 11 business-based Directors would be added.

3.2 **Nominations for Office.** The Steering Group had agreed a process under which nominations for Chairman, Vice Chairman and Treasurer had been invited. The post of Company Secretary was not required by law. Nominations closed on 25<sup>th</sup> August 2015, and those nominated were informed the next day. All had said they were willing to serve. As only three names had been put forward for the posts of Chairman, Vice Chairman and Treasurer, there was technically no need for an election. However, any further nominations were now invited. None being offered, it was unanimously **AGREED** that the following be elected to office:

<b>Chairman</b>	Stephen Leckie
<b>Vice Chairman</b>	Stuart Cassells

**Treasurer**

Graham Donaldson

**Company Secretary.** Simon Pengelley had been nominated. As he was not present, and as the post was not mandatory, it was **AGREED** to defer any decision.

**Minutes Secretary.** Jean Ann Scott Miller's appointment was **AGREED**. She would participate in discussion, but had no vote.

**The elected Chairman, Stephen Leckie, assumed the Chair.**

- The **Steering Group** had thought long and carefully about the BID process and its delivery. To begin with, not all members had been enthusiastic – there must always be room for debate and a variety of views/opinions.
- He congratulated **Directors** on their success in the ballot, and assured them that while they faced a formidable workload, there would also be good fellowship and fun around the Board table.
- He stressed the huge contribution made by **Alan Rankin**, who had pushed, driven and led the SG and the process with skill, determination and good humour, and had constructed a coherent programme out of the differing opinions put forward by the businesses. The appointment of **BID Manager** was crucial.
- **Business Plan.** This was the document which the town had voted to accept. It could not be radically changed within its 5-year life, though it would be regularly reviewed, and might be modified in the light of experience.
- **Directors' Responsibilities.** Directors must be mindful that they were spending the town's money, and must at all times demonstrate integrity, transparency and accountability. There remained some opposition to the BID, which might well grow once the first invoices were issued at the beginning of October. Directors should be prepared to meet this challenge.
- **Role of the Board.** The Board was responsible for the overall direction of the Company. **Sub-groups** would be established to cover particular areas of operation, and these might be strengthened by the co-option of outsiders who could offer particular skills and experience. The groups would report directly to the Board.
- **Individual Contributions.** All Directors were required to contribute to the work of the Board at sub-group and Board level. However, email distribution should be sensibly contained on a need-to-know basis.
- **Role of the Chair.** The Chairman, and in his absence the Vice Chairman, would moderate Board meetings, allowing individual expression but controlling debate. Those present, to speak through the Chair.
- **Meetings.** Initially, it was expected that the Board would meet on a fortnightly schedule, with the sub-groups meeting in between. Meetings would be contained to 1½ hours. Reports from sub-groups

should be succinct, and submitted in advance. AOB must be kept to a minimum

- **Ambassadors.** Contact with other BIDs in Scotland had been extremely helpful. Amongst other things, we had learnt that some had discovered that the BID Manager could easily become bogged down in contact and discussion, particularly with nay-sayers – a distraction from the main function of the role. They had therefore appointed Ambassadors, who could be from outwith the Board, who would promote the BID in much the way the SG had done pre-ballot, with informal gatherings or one-to-one contact.
- **Conclusion.** Now the work begins. We must focus on the businesses and the Business Plan.

**Minutes of the final Meeting of the Steering Group, Tuesday, 18<sup>th</sup> August 2015.** These were **NOTED**, and it was **AGREED** that any Matters Arising had been included in the Agenda for the present Meeting.

#### 4. **BID Company**

4.1 **Memorandum & Articles of Association.** AR had taken advice on the BID template supplied by BID Scotland and from Inverness and Largs. A hybrid version, suited to Crieff, had been developed and approved by the SG. Unfortunately, due to difficulties in appointing lawyers for the Company, it had become necessary, with the SG's approval, to register the Company at Companies House using an off-the-shelf M&A, which must now be amended. The three named Directors, SL, AC and GD, must approve the appointment of the other 11 business-based Directors, and thereafter, either at a meeting or by written Resolution, the amended M&A must be approved. The document was at present with Miller Hendry for professional advice.

- **AGREED** that once it had been finalised, it would be issued to the 14 business-based Directors for scrutiny and written approval. PKC nominees would not be involved. SB would provide internal advice as required.

4.2 **Registration of Directors.** APO1 forms were completed and passed to AR for action.

4.3 **TSB Bank Account management and signatories.** TSB had been chosen in preference to Bank of Scotland and Clydesdale Bank. The process had been simpler, and as the SG account had been held there, there was continuity.

- **Cheque signatories.** Stephen Leckie, Ailsa Campbell, Graham Donaldson, with two signatures required for each cheque. **AGREED** to add Stuart Cassells.
- **Management of on-line services.** An application had not yet been lodged. In essence, on-line transactions could be carried out by one individual. This was the norm, and accepted by at least one other BID. Controls, including a requirement for the Board to sanction every invoice, could

be established. **AGREED** that GD would consider necessary protocols and put them to the Finance sub-group.

**4.4 Nominated Accountants.** Finlaysons were already involved and the Company's VAT registration had been recorded. **PROPOSED** Graham Donaldson **SECONDED** Stuart Cassells that Finlaysons be formally appointed as the Company's accountants and agents with HMRC. **AGREED**

**4.5 Nominated Lawyers.** **PROPOSED** David Agnew **SECONDED** Neil Combe that Miller Hendry be formally appointed as the Company's lawyers. **AGREED**

**4.6 Operating Agreement with PKC.** AR explained that this was the contractual agreement with the Council, covering all aspects of our relationship - levy collection, protocols for non-payment, service-level performance, base-line services. The document had evolved over many months of discussion and negotiation, and was recommended for approval by the SG. It had been issued to the Board in advance of the meeting, and while there was merit in discussion, further prolonged scrutiny would jeopardise the timetable for the issue of invoices.

**AGREED (1)** that Scott Bennett would scrutinise the document on behalf of the Board; and

**(2)** that the Operating Agreement was unanimously **APPROVED**. It was then signed off by the Chairman and passed to DH for PKC signatories.

**4.7 Recruitment of BID Manager.** (1) **Job Description.** The SG had considered a number of versions. The Board must take the process forward. (2) The **Business Plan** allowed for a BID Manager (£22,400, based on a 4-day week), a Marketing Assistant (£5,000, one day a week), and an Administrative Assistant (£3,900, variable hours). The SG had earlier discussed the merits of amalgamating the Manager and Marketing posts to provide a 5-day position and a better financial package but had reached no conclusion. During discussion, the following points emerged.

- A full time position was more likely to attract able candidates, though there could be merit in retaining complementary roles
- The salary level was on a par with Falkirk, and while we could be flexible on the issue of two or a single appointment, the overall costs were in the Budget
- Week-end work might be required from time to time
- A fixed-term contract was not desirable or appropriate
- The Manager was accountable to the Board, would set the strategy and report at every meeting. Further discussion would take place regarding reporting procedures
- Conditions such as performance review would be set, but we must start from a position of trust

It was finally **AGREED**

- That we should remain flexible at this stage on the issue of making one or two separate appointments

- That Stuart Cassells, Kate Graham, David Agnew and Simon Pengelley should form the interview panel
- That SC, KG and DA should meet ASAP to agree wording for an advertisement
- That there should be press publicity in the Strathearn Herald, and other media tools including LinkedIn should be employed

4.8 **BID Office.** At present, AR had office space, free of charge, at the Learning Centre on Lodge Brae. There was now a need to provide a visible presence for BID. Discussions had taken place with the Community Council and Community Trust with a view to sharing premises and costs. It had recently emerged that PKC were looking to transfer the former Town Hall – at present the TIC – to the community. There were a number of issues.

- The condition of the building was unknown, though the Community Council had asked for a detailed survey in September 2013
- The building was owned by a Trust – established 150 years ago – and not by PKC
- There was limited space, and while it would be possible to maintain a reduced TIC service following the expected closure of the present office and to establish a BID office and Boardroom, there was no room for further expansion

During discussion, the following points emerged

- It was known that PKC were now undertaking a review of all their vacant premises in the town, including the former Primary School. This could possibly be adapted to provide a Business Centre with additional facilities for BID and other community bodies
- The Trust was energetically involved with the Can-Do Town Centre Challenge and discussions with PKC might lead to a positive outcome
- While the Lodge Brae premises would continue to be available, they were not ideal
- The upper chamber in the old Town Hall would serve well as a Board Room but lacked furniture – **WF undertook to provide a table and chairs if it was later decided to make use of the premises**

It was finally **AGREED** (1) that discussions with PKC on the use of the old Town Hall should continue with a view to developing the building as BID's face on the High Street and retaining some kind of TIC service; (2) that DH should action this within the various Council departments involved; (3) that the Board should accept KG's generous invitation to host future Board meetings at the Co-op for the time being. **AR to circulate meeting notes when local groups discussed mutual office requirements.**

4.9 **Board Coaching Programme.** It was unanimously **AGREED** to accept the very generous offer from Scottish Enterprise to provide tutorial support as proposed. AR to further liaise with SE.

## 5. **BID Business Plan**

5.1 **Adoption of Business Plan.** The Plan had been overwhelmingly supported in the BID ballot, but it had now to be formally adopted by the Board. It would be under regular review, and could be fine-tuned during its five-year lifetime. Any additional projects would have to be funded separately, and one task for the BID Manager would be to source additional funding as required.

It was **UNANIMOUSLY AGREED** that the Crieff Succeeds Business Plan should be adopted

5.2 **Detailed Budget.** AR reinforced the need for the BID Manager to provide additional funding to enhance the programme. There was a contingency figure of 5% for the non-payment of the levy. In Year 1, the levy income was £100k. Public sector funding from VisitScotland and PKC was dependant (1) on growth from marketing outwith the area; and (2) on the delivery of a successful agreed project.

It was recognised that for cash flow purposes there was a potential funding gap between the set-up of the BID and the first revenues from the BID coming in. PKC had been asked to provide an advance payment of £10,000 against the levy. This was in accordance with BID practice. GD added that the SG had also requested additional funding of £3,500 to allow AR's continued employment – crucial during this transitional period. Informal discussion had suggested that these requests would be met, but a formal letter to David Littlejohn had met with no response. **JASM to forward correspondence to DH for action.**

5.3 **Business Plan Priorities.** DA suggested that the establishment of a functioning website must have a high priority. SL reported that Angus MacDonald, Chairman of CUSP, the original “owners” of crieff.org, had indicated that they would be happy to hand the site over to BID. During discussion, it was established

- any website might in future consist simply of a Home page with extended links to other sources
- use of social media was crucial
- a dedicated App was seen as out-moded
- SC undertook to provide professional contacts/support

5.4 **Formation of Sub-groups.** After discussion, it was **AGREED** that five sub-groups should be established – Marketing, Welcome, Bottom Line, Making it Happen and Finance, as follows – \* denotes group organiser.

**Marketing:** \* Ailsa Campbell; David Agnew, Stuart Cassells, Neil Combe

**Welcome:** \* Willie Frame; Bob Anderson; Paul Attewell; Ailsa Campbell; Stuart Cassells; Neil Combe

**Bottom Line:** \* Bobby Salmond; Paul Attewell; Willie Frame; Kate Grant; Simon Pengelley

**Making it Happen:** \* Andrew Cuthbert; Scott Bennett; Kate Graham; Simon Pengelley

**Finance:** \* Stuart Cassells,; Graham Donaldson; Stephen Leckie

**All groups to meet before the next meeting of the Board. All groups to provide their own secretarial support.**

**6. Any Other Business**

**6.1 World Host.** AR explained that this was a tourism orientated training programme, aimed at lifting customer experience. SC recommended the programme – Glenturret Distillery had taken part and found it useful. **AR to action**

**6.2 Town Centres Opportunity Fund.** A new initiative from the Scottish Government, but the timescale – submission by 30<sup>th</sup> September with spend by 31<sup>st</sup> March 2016 – did not allow our participation.

**6.3 Steering Group residual funds.** GD reported that these stood at £1,559.53. It was essential to secure the requested support from PKC to retain AR’s services even to the end of the month.

**6.4 Conference calls.** KG asked whether these could be utilised. She was normally based in Glasgow and attendance at meetings could be a problem. **AGREED** that she should be linked in as required.

**7. Date and place of the next Meeting – Tuesday, 15<sup>th</sup> September 2015, 6.30 p.m. at Crieff Co-op. Stuart Cassells to Chair.**

There being no other competent business, the Meeting ended at 8.55 p.m.

Signed .....

Date .....