

CRIEFF SUCCEEDS BID Co. BOARD
Minute of a Meeting held on
Tuesday, 15th September 2015
6.30 p.m., Crieff Co-op

PRESENT: Stuart Cassells, Chairman; David Agnew; Paul Attewell; Scott Bennett; Ailsa Campbell; Andrew Cuthbert; Graham Donaldson; William Frame; Kate Graham.

ATTENDANCE: Dave Howie; Alan Rankin; Jean Ann Scott Miller

APOLOGIES: Bob Anderson; Neil Combe; Stephen Leckie; Simon Pengelley

1. The Chairman extended a warm welcome, particularly thanking KG for the use of the Co-op premises. He reported that, immediately following the last meeting, Bobby Salmond had tendered his resignation from the Board. AR confirmed that BS had reiterated his concern that the Business Plan failed to address what he believed to be the priority issues of traffic and parking, and he therefore felt unable to support it. His resignation was regretted. The Board remained quorate, and there was no need at present to consider a co-option. DH reported that the Council would appoint two representatives, both Elected Members, at the full Council meeting in October. He could not confirm that these appointments would be confined to Ward 6. It was stressed that the Councillors would, as stated in the Business Plan, be full Directors of the BID Co. DH would remain as a point of contact within PKC.
2. **Previous Minutes**
(1) DH had wrongly been recorded as a Director. (2) NC had asked for clarification and amendment of 4.1. He had proposed that a sub-group (Making it Happen) or an individual Board member should champion and “own” the Operating Agreement. This was a separate proposal, which had been agreed, and should not be confused with the motion to approve the OA. Additionally, under 4.7, the Minute failed to record that he had recommended that any job description or advertisement for the post of BID Manager should not lose sight of the duties and responsibilities expected of the successful candidate.

With these corrections and amendments, the Minutes of the Meeting held on Tuesday, 1st September 2015 were approved, and signed by the Chairman as a true and accurate record.

3. **Matters Arising**
3.1 **BID Office location and fit out.** Further discussion on the use of the former Town Hall/VIC had taken place. DH indicated that PKC would be amenable to leasing the premises to the BID. There was

general agreement that the building would provide a good High Street location for BID and a scaled-down VIC facility.

AGREED (1) that AR should formally request PKC to provide Heads of Agreement for the suggested lease of the building (DH to provide contact); and (2) that he should also request a full report on the building's condition.

3.2 VIC/Office meeting notes. These had been circulated. Further meetings would take place.

3.3 Board Coaching Programme. AR would action.

3.4 PKC Funding Request. DH reported that the request had still to be considered by the Senior Management Team. There was general disquiet at the delay – the Chairman's formal request to David Littlejohn had been made on 21st August. It was **AGREED** that he should write again to DL, stressing the need for an immediate decision. We were asking for an advance of £13,500 from the first tranche of the levy, approximately £60k. It was hoped that PKC would agree to this request, which was common practice within new BIDs in Scotland.

3.5 World Host. AR was still trying to make contact with PKC to set up a meeting and would progress.

4. **BID Company**

4.1 Memorandum of Association. As previously explained, because of the pressing need to establish the Company, it had been formed using an off-the-shelf Memorandum. This had now to be tailored to meet the Company's specific role and needs. Procedure required:

- Three current Directors, AC, GD, SL, invited to apply for Membership of the BID Company
- AC, GD, SL to call General Meeting
- Resolution – To amend the Memorandum of Association
- Proposals to be agreed by two-thirds of those present
- Ten additional Directors to be appointed and invited to apply for Membership of the Company
- Company can then invite further membership in two categories: (1) Ordinary – levy payers;(2) Voluntary – businesses outwith the BID area who have asked to be involved.
- New Memorandum and appointment of additional Directors to be registered with Companies House

Alan Matthew, Miller Hendry, had been of great assistance, and had confirmed that unless the Company's business involved a major input, MH would be pleased to act in an advisory capacity, free of charge.

4.2 TSB Bank Account. There had been some confusion over the names of cheque signatories, and the forms had to be resubmitted.

4.3 BID Scotland Board Pack. (1) **Directors' Code of Conduct – NOTED.** GD commented that the section covering declaration of interest was unduly "heavy".

(2) **Management and Governance Policy.** During a detailed review, the following were **AGREED**

- **Clause 2** Directors to serve for an initial term of **5 years**
- **Clause 3.4** Board approval required for all Capital and Revenue Expenditure and any single external contract above **£500**
- **Additional Clause 3.13 – add:** A Risk and Audit Committee (RAC) will be established and, in line with general good practice, the Chairman will not sit on the RAC
- **Clause 4.4 – amended:** To ensure cash and bank management procedures are followed. Signatories will be restricted to the Chair, Vice-Chair and Treasurer. Two signatories from three will be required for all approvals to pay (approval by email in the case of internet banking) any transaction. This applies to cheques, cash withdrawal and all other payments transmitted by electronic means. The Treasurer should receive paper bank statements and correspondence. All original bank statements should be checked and signed by the Chairman at every meeting.
- **Clause 5** – agreed minimum of **6** regular Board meetings in a financial year
- **Clause 5** – Board Papers to be made available to Directors **3** days prior to the meeting
- **Clause 8.12** Capital and revenue expenditure in excess of **£500** must be approved by the Board or committee of the Board with authority so to approve
- **Clause 8.12** – All other expenditure, including the entry into contracts with a per item value in excess of **£500** must be approved by the Board or a committee of the Board with authority so to approve
- **Clause 8.12** – The disposal of assets with a value in excess of **£500** must be approved by the Board

4.4 **Operating Agreement.** DH confirmed that this had now been signed off by PKC.

4.5 **Board coaching programme (Scottish Enterprise).** AR to action.

5. **BID Business Plan**

5.1 **Sub-group terms of reference and Board member briefings.**

During discussion of the tabled draft Paper, it was further **AGREED**

- That Directors should only be required to sit on one sub-group
- That voting procedures should be clearly established
- That each group should keep a Note of every meeting, as the basis of future reports to the Board, and to establish a clear paper trail of the group's actions
- That the present composition of the groups was not satisfactory. Directors should email SL asap, giving their first and second choices
- That it was essential to prioritise a “Hot Topic/Quick Win” to demonstrate the BID's effectiveness

5.2 **Events Support Grant Scheme/Business Improvement Grant Scheme.** During discussion, it was established:

- That the BID Manager should also have access to Event Funding

- That clear mechanisms for grant payment should be established. In general, payment would be made on receipt of invoice. Event funding would be payable up-front, if appropriate, but a full audit would be required
- That Government grants for Business Improvement were still available
- That in future years, some grants might be eligible for match-funding from, e.g., Leader funding
- That care should be taken when supporting diversification under Business Improvement that the new venture would not be duplicating businesses/services which were already well-represented, e.g., hair dressers
- That the installation of external CCTV could be seen as a Business Improvement
- That improvement should extend to staff training and other aspects of management

It was finally **AGREED**

- That revised documents would be submitted to the Board by the end of September
- That “ownership” of the Events Grant Scheme should be passed to the Marketing sub-group
- That “ownership” of the Business Improvement Scheme should be passed to the Welcome sub-group
- That the two programmes would be launched during the first week in October, with full press coverage

5.3 Marketing Update. SC reported that AC had given useful background information on the activities of the CCT Marketing Group, some of whose data would be very useful. Members of the MG might be asked to guest with the BID body.

Priorities had been established:

- **Branding.** External advice would be obtained, and there must be discussion with stake-holders
- **Late-night Christmas opening.** Successful initiative to be expanded to two evenings

SC stressed the need for the Company to have one point of contact for PR and publicity purposes.

AGREED that AR should continue to handle all PR, with reference to the Chairman and others as required, and that this should be a function of the BID Manager. AR stressed that it was essential to separate issues such as the levy from initiatives such as the Grant Support schemes.

5.4 Welcome Update. The group had still to meet.

5.5 Bottom Line Update. PA reported that the group had gone through the Business Plan with a view to establishing priorities. WF added that one of these was the publication of a regular BID newssheet.

5.6 Making it Happen Update. SB reported

- That the group had been looking for quick wins
- **Community Bodies.** How does BID fit in with other community bodies, including CUSP and the CCT? There should not be duplication of effort and activity.

- **Communication.** All community bodies should be aware of what the others are doing
- **Ambassadors** – what exactly is their role? Should they be Board members, or should other people be brought in?
- **Funding.** New opportunities should be identified
- **Office** – an immediate priority
- **Website** – clearly a marketing tool, but also essential for effective delivery of the Business Plan
- **Role of the Manager** – crucial as the driving agent

6. **Any Other Business**

6.1 **Flexibility within Business Plan.** BA had again spoken to AR on this. The clear position was that the Plan would be reviewed at the end of Year 1, and in light of that, some minor tweaking might be agreed. The Plan sat within an agreed budget. Any major innovation would have to secure additional funding.

6.2 **Circulation of levy database to Board.** Requested by PA.

AGREED that AR would issue the “slimmed-down” version.

6.3 **BID Manager.** KG assured the Board that the revised job description and advertisement would be issued by the end of the following week.

Applications were requested within a fortnight.

6.4 **Board Minutes.** In accordance with BID Scotland’s requirements, the Minutes would be published on the Crieff Succeeds website.

7. **Date of the next Meeting – Wednesday, 7th October 2015, 6.30 p.m., Crieff Co-op**

There being no other competent business, the Meeting ended at 8.45 p.m.

Signed.....

Date