

Minutes of Board Meeting of Fleet Business Improvement District (BID) Ltd.
Held on 24 May 2017 at 17:30 at the offices of Chadney Bulgin

Attendees

Caroleanne Baker (CB)
Bruce Bulgin (BB)
Simon Clarke (SC)
Ian Fuell (IF)
Tyler Harman (TH)
Emma Molyneux (EM)
Mike Morris (MM)
Bob Schofield (BS)
David Stanton (DS)
Kevin Whibley (KW)
Sue Tilley (ST)
Tracey Shrimpton (TS)
Michael Butcher (MB)

Apologies

Kickpatrick
James ~~Fitpatrick~~ (JF)

Director appointments and responsibilities

The following resolutions were proposed:

- *That Emma Molyneux be appointed as chair of the board – passed unanimously*
- *That Bruce Bulgin be appointed as vice chair of the board – passed unanimously*
- *That Michael Butcher be appointed as the company secretary and as a director – passed unanimously*
- *That Sue Tilley be appointed as a community director - passed unanimously*

Kevin Whibley and Mike Morris provided their AP01 appointment forms to MB. (Post meeting note: the above appointments have been registered with Companies House where required). Responding to a point from KW, MB commented that the Articles of Association of the company do not limit the number of directors.

It was agreed that the registered address of the company will move to that of our accountants, once they have been appointed (BB is actioning this).

It was agreed that the wording of the 'Director's Voluntary Agreement' needed refinement (comments to EM -action all) and that it would be rewritten and brought back to the board (action MB) and the following resolution was therefore proposed:

That the board accepted the principles of the 'Director's Voluntary Agreement' and that these principles should be implemented immediately – passed unanimously

BID Best Practice Guidelines

EM outlined the material previously distributed with the board papers. It was confirmed that the company is a member of "British BIDS".

KW raised a question about how prescriptive the BID Proposal document is, given earlier comments about it being a legally binding document. MB confirmed that directors have a fiduciary duty to follow the principles of the BID Proposal and that material variations would need a new vote of the levy payers. However this still gives the board flexibility in the details of how they implement the proposals.

TS explained the document "Guiding Principles of a well managed BID". This highlighted the need for good communication with levy payers. This will require a contact data base (TS is doing this). TS also explained that the advice from British BIDs is to "do something early so people can see things are happening". MM also commented on the importance of 'quick wins'.

Staffing and the BID Manager Role

EM explained the typical staffing model for BIDs – most BIDs have multiple paid employees. However, Fleet BID is smaller than average and it is proposed that a BID project manager is appointed on a subcontractor basis. TS presented on the role of a BID manager and then left the room whilst the board discussed the staffing for this role.

EM explained a proposal to contract with TS as BID project manager. The proposal is for an initial six month contract for TS (as a subcontractor, not an employee) to work two days a week, eight hours a day. At the end of the first six months, there would be a review to decide if the contract should be extended.

In answer to various questions from directors it was confirmed that:

- The cost of a BID manager was included within the budgets in the BID proposal
- There will be a detailed job description for the role
- Any conflicts of interest will need to be managed appropriately

The board then voted on the proposal and it was unanimously agreed. TS re-joined the meeting and was informed of the board's decision. TS confirmed her acceptance of the role.

AOB

- SC queried the status of the levy billing process. EM explained that pressure is being applied to HDC concerning their delays in issuing the bills. TS reminded people that the cost of the requisite software that HDC had had to purchase would be spread over the 5 years of the BID.
- KW offered free headshots of the board for inclusion in their BIODs (all to book into Captured Moment for their individual photo, EM will propose format for the BIODs). KW also raised the possibility of running a street market and was invited to produce a briefing document for the next meeting (action KW).
- BB emphasised the need for early wins and also offered a service to give the board an intranet capability.
- EM has secured the ownership of two domain names: www.fleet-bid.com and fleet-bid.co.uk
- TS distributed a list of the board meetings for the current year adding that a social event would be planned for 13th December.

The meeting finished at 19:13, next meeting Monday, 19 June 2017 at 17:30 in the Hart Shopping Centre Management Offices (2nd floor).

