

Attendees

Sophie Fuller, Sophie's café (Chair) (SF)
 Eddy Webb, InSynch (EW)
 David Evans, Aberystwyth Business Club (DE)
 Nick Davidson, The Phonenumber (ND)
 Gary Pemberthy, Cactws / Watch Obsession (GP)
 Helen Dimmick, Caesar's Café (HD)
 Tom Trevetharen, Crimson Rhino (TT)
 Ian Smith, Furniture Cave (IS)
 Brendan Sommers, Aberystwyth Town Council (BS)
 Gareth Lloyd, Ceredigion County Council (GT)
 Observers
 Gweneira Raw-Rees, Aberystwyth Town Council (GRR)
 Mark Clifton, Clive Menswear (MC)
 Mandy Jenkins, The means (MJ)
 Peter Williams, The means (PW)

Apologies

Mark Joseph (who joined for part of the meeting)
 Cyril Baker

Item	Detail	Action
1.0	Welcome and introductions SF opened the meeting and welcomed all attendees.	
2.0	Minutes of the last meeting Jim Wallace had requested some amendments by email which had been made. GL asked that his name be corrected. The group confirmed that the minutes were a true record of the meeting.	MJ: Update the minutes as requested
3.0	Action plan updates 3.1 Collection costs The Local Authority had confirmed that the software costs could not be spread over the five years of the BID as originally agreed. They had agreed to 20% being paid this financial year and 80% next financial year. The total costs were £14,675. GL explained that although the Council has initially agreed to spread the costs, there was a breakdown in communication internally which had led to the current situation. The group agreed that the offer from the Council was acceptable. 3.4 Levy collection options Covered under 4. 3.3 Articles of Association The updates requested to the Articles had been made following the previous meeting and approved by Tony Bates. PW explained the following changes: <i>Original version agreed:</i> BID Members – the subscribers to the Articles of Association and such other persons as the board shall admit as BID Members. All levy payers shall automatically be BID members unless they choose otherwise. Subsequently changed to: Article 5: BID Members – the subscribers to the Articles of Association and such other persons as the board shall admit as BID Members. All levy payers shall automatically be entitled to become BID members.	

	<p>PW said he had discussed this with Tony Bates and company law did not allow automatic members so the change had been agreed and made.</p> <p>TT asked if all levy payers could vote at the AGM. PW said that only members could vote.</p> <p>Article 20: Board of Directors</p> <p><i>The board shall strive to consist of a fair representation of the following sectors:</i></p> <p><i>Hospitality Businesses (food and drink)</i></p> <p><i>Retail Businesses</i></p> <p><i>Office Based Businesses</i></p> <p><i>A Landowner within the BID area</i></p> <p><i>A business Below the Levy Threshold (voluntary/contributor)</i></p> <p><i>A residential</i></p> <p><i>A community group member</i></p> <p><i>A statutory body e.g. the police or local authority</i></p> <p>PW updated the group on the current composition of the board/those who had expressed an interest:</p> <ul style="list-style-type: none"> 4 members from the hospitality industry 4/5 members from retail (Boots to confirm) 2 members from office-based businesses 1 member from a voluntary organisation 1 member from a community group 1 member each from the County Council, Town Council and University <p>3.4 Financial procedures document</p> <p>MJ confirmed that the update to page 42 and 43 of manual 'Obtain at least 2 written quotes for expenditure over £500 and less than £3000' had been made.</p>	
<p>4.0</p>	<p>Levy liability in respect of the first six months of the BID (April – September 2016) to consider a recommendation in advance of bills being issued</p> <p>The group agreed the following resolution:</p> <p><i>The BID effectively became operational later than planned. Hence the Board resolves to commence the levy charge from 1st October. For the avoidance of doubt those on the NNDR list between April and September inclusive who otherwise would have been liable for the levy, will not be liable to any levy charge for that period.</i></p> <p>GP asked that if anyone had been in occupation from 1st April – 1st October, would they be liable for the levy.</p> <p>PW confirmed that adoption of this resolution meant that they would not be, and that BID arrangements would be calculated per day.</p> <p>CCC were currently aiming to issue the bills by 2nd December with a payment date of 15th January.</p> <p>The group discussed the Section 106 money and GL said he would obtain a copy on what the funds could be spent on and circulate this to the group.</p>	<p>GL: To circulate Sec 106 details to group</p>

<p>5.0</p>	<p>Company matters</p> <p>5.1 Appointment of Directors</p> <p>PW distributed the “procedures manual” to the group, stressing that this was based on The means experience from different BIDs, and the board needed to be content that they adopted procedures suitable to local needs.</p> <p>He drew the group’s attention to the section on directors. The board would be able to co-opt new directors until the first AGM. Thereafter directors elected at the AGM would normally have a 3-year term of office. He suggested the group decide on the date of the AGM at the next meeting suggesting that the AGM should be held in the first 12-18 months once the BID had something to report on.</p> <p>GP said that the letter circulated to businesses had stated the AGM would be in May. The group decided to stick to this date.</p> <p>PW said that another 4-5 had expressed an interest in joining the board but were not present including Boots who had not confirmed. It was important to have representation from multiples as they form a significant part of the town centre economy. Also at the re-ballot other multiples would expect to see the sector involved.</p> <p>IS asked how the board could get rid of a director and PW said that they could be voted off if the rest of the board agreed.</p> <p>The group agreed the following resolution: The Board approves the attendance of ‘observers’ at its meeting subject to the following:</p> <ul style="list-style-type: none"> • They are formally invited and approved by the Board whenever practicable, or by the chair in exceptional circumstances • They are permitted to participate in the Board’s discussions but would have no entitlement to vote • That the invitation could be withdrawn at any time <p>This resolution did not apply to theme groups.</p> <p>The group agreed that board meetings would take place every 6 weeks, with minutes being circulated between meetings but not ratified until the following meeting. Minutes would not be published on the website until they had been ratified.</p> <p>The programme would be conceived, developed and delivered by the four theme groups and the board would have more of a strategic view. Each group would provide the board with an annual business plan which would include milestones and KPIs.</p> <p>The terms of reference in the manual could be adapted.</p> <p>5.2 Responsibilities of Directors</p> <p>PW aid that the group would need to take out Directors’ Indemnity and public liability insurance and quoted prices from elsewhere. The group agreed for The means to gather quotes for these insurances.</p> <p>5.4 BID accommodation</p> <p>GRR said that the Town Council were happy to offer the BID a desk at</p>	<p>MJ: To gather Directors’ Indemnity and Public Liability insurance quotes</p>
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	<p>their office (subject to final approval) and the use of the meeting space available. This would be rent free with the BID's contribution towards running costs to be worked out. The group thanked the Town Council and accepted the offer.</p> <p>5.5 Bank account The group agreed to go with HSBC and tasked The means with opening the account. PW recommended to the group that all payments be grouped together at the end of the month. The board would invoice the Local Authority for the levy money. They would only be able to invoice for the amount that had been collected. The group discussed how they would know when the Local Authority had collected enough money. PW said that this would be covered by the Operating Agreement.</p>	
6.0	<p>Progressing projects The group discussed the spreadsheet on which the proposal document had been based. It was explained that some spending could be charged across themes. It was good practice to stick roughly to the allocations in the pie chart.</p> <p>There was a discussion around how to plan for the "unsecured" element in the proposal pie chart making up the £1m. It was agreed that this was a "planning" total but that no commitments in respect of this could be made until its status was bottomed out. The group discussed trying to progress something around connectivity between Mill Street and the town. IS asked and was informed that the BID included Tesco and Marks & Spencer.</p> <p>The board decided to organise a 'get together' evening on Wednesday, 14th December. MJ to send on the board email addresses to SF. All members were happy for their email addresses to be shared</p>	
6.0	<p>AOB GP asked about the project scrutiny panel mentioned in the handbook. PW aid that this would normally consist of a small number of people who were assessed as 'no' voters. The panel would review, but couldn't veto spend.</p> <p>TT asked about payment authorisation. It was agreed that the BID manager would need some flexibility.</p>	
7.0	<p>Date of next meeting Thursday, 12th January, 5:30pm (Town Council Office, 11 Baker Street)</p>	