



## Minutes of Board Meeting

Newquay BID board meeting held at greyblackwhite on Wednesday 16<sup>th</sup> January 2014 5pm-7pm

### **Present:**

Rachel Craze	Andy Hannan
Sara Black	Johnathon Start
Carl Lamb	Colin Paul
John Coltman	Andy Cole

### **Apologies:**

Rob Barber	Jess Parkin
Jane Hawkey	Ben Ridding
Steve Hawkey	

### **Other:**

Emilie Calhaem – BID Manager

Alice Beard – BID Marketing AND PR Assistant

1) Signed:  
Name:

2) Signed:  
Name:

Item	Discussion	Action
	<b>The Board meeting was opened at 17.00pm with 8 Board Members present chaired by RC.</b>	
1) Welcome and apologies for absence	RC opens board meeting at 5pm, apologies given from Rob Barber, Jane Hawkey and Stephen Hawkey Ben Ridding and Jess Parkin both expressed that they may not be able to make the meeting due to other work commitments.	
2) Minutes and actions of October board minutes	Minutes had not been circulated so RC is unable to sign them off.	<p>EC to circulate the minutes amongst all board members tomorrow (Thursday 16<sup>th</sup>) and will need replies by Monday so that they can be signed off by RC on Tuesday and uploaded to the BID's website by AB.</p> <p>Update These have now been signed off and uploaded.</p>
3) Code of Conduct and clarification of board members' roles.	<p>EC circulated Code of Conduct to all Board members to sign and return. It was decided that a line covering confidentiality within the board needed to be added.</p> <p>Action- Line to be added and Code signed by all members at next meeting.</p> <p>EC certain points need to be clarified with regards to whether businesses run by board members can be paid for their business function in relation to the BID.</p> <p>JH had expressed concerns that she is unhappy with BID members being paid for functions that she thought</p>	<p>Contact Excess Energy and add extra section to signage press release asking for other businesses to come forward with quotes. Done</p> <p>Also contact other grant writing businesses directly for quotes to compare to SB's quote of £500.</p>

	<p>out to be voluntary. As JH had given her apologies and was unable to attend the meeting she has sent an email to EC who read the email during the board meeting expressing the views of JH</p> <p><i>“Dear Bid directors, Please accept my apologies for not being able to attend today’s meeting in person. The reason that I am asking Emilie to read out this email is that I am very concerned about the request that I received on 17th Dec 2013 from Eve asking the directors to agree a consultancy fee of £500 payable to Sara Black for work which she volunteered to do regarding obtaining an Arts Council grant. It clearly states in the articles of association (item 69) that BID directors are to be unpaid. I realise that this payment is being described as a ‘consultancy fee’ not a ‘payment to a director’ but to use due care and diligence in spending the BID members’ money we should NEVER make any payment to a director without at least putting the contract to tender first, so that we can prove to our members that we have done our utmost to get the best possible value with their money. I have been told that Sara has a very high level of expertise, and that is why we should make this payment, however I feel that we cannot justify paying a director without first putting the job out to tender, and so proving that £500 is the best value for money we can obtain. Furthermore I think that paying a director who has already ‘volunteered’ to do something sends a very bad message to our members. I have asked Sara to clarify whether she</i></p>	<p>RC to look at putting a tiered tendering plan together.</p> <p>EC will look at budgets to see how much we would need.</p>
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	<p><i>did actually volunteer and whether she would accept the payment, but as yet I have received no reply.</i></p> <p><i>I have taken the time to speak to 10 BID contributors about this situation, and every one of them has expressed dismay at the lack of care being taken spending 'their' money. Several have expressed concerns that this is the 'thin end of the wedge' and we'll be paying all of the directors soon, something that I certainly don't want to be associated with.</i></p> <p><i>If the other directors can still feel it is justifiable to give BID money to a director without first offering the work out to tender, I feel that it is imperative that the BID members are kept informed of the payments via the BID newsletter and the press. Failure to do this would imply that the directors are not confident that they can justify their decisions to their membership.</i></p> <p><i>I am of the firm opinion that as directors we are responsible for every penny of BID money that is spent and we must always keep the BID contributors informed of our actions."</i></p> <p>SB – When applying for a grant from the Art's Council was first mentioned SB offered to help EW apply for the grant as this is where her area of expertise lies.</p> <p>Andy raised the question at the board meeting held at Newquay Zoo on October 30<sup>th</sup> if Sara should in fact be remunerated for her time but Sara at first turned the money down.</p> <p>After the meeting however EW approached SB and asked her if greywhiteblack, SB's business would in fact officially apply for the grant on behalf of Newquay BID. Based on standard costings, greywhiteback</p>	
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	<p>would charge £500 for applying the grant. Due to JH's concerns expressed it was decided that EC would approach other grant application companies to see if this represented value for money. SB expressed concern that JH has gone to BID members regarding matters that had not as yet been signed off by the board and she was worried that if JH did take it to press as mentioned in the letter it could potentially damage her reputation and business. SB still maintains that she thinks that it is a wonderful project and wants it to continue. RC we need to make sure the board is continuing issue by issue, and EC needs to be able to discuss matters confidently with any board member without them then being construed to other BID member before decisions have been made.</p> <p>SB – JH raised concerns over SB daughter being paid to deliver Seven magazines, when a shout out on the BID Facebook page asking BID members if anyone would like to be paid to distribute Sevens had led to no responses and thus greyblackwhite was the only business that came forward.</p> <p>AC – suggested that SB and JH should meet up privately to discuss the situation so that SB can perhaps put JH's mind at rest and explain the project and grant application in full to hopefully enable the project to move forward.</p> <p>JS – JH will not change her mind now that this is her view!</p> <p>CP – This should have stayed as a board issue and discussed amongst the board only before a decision was made.</p> <p>JC – doesn't like that if we do go</p>	
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	<p>ahead with this then we will need to go to the press to justify our actions RC – looking at point 69 in the articles of association as mentioned in JH’s letter <i>“The directors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration”</i> RC – point 69 is not valid or relatable to this situation as this is only referring to paying directors to turn up to board meetings and paying their expenses.</p> <p>RC read out Point 59 of the Articles of Association. <i>“to expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the Objects of the Company and to invest all or any of those funds in the name of the Company as they see fit and to direct the sale or transfer of any such investments and to expend the proceeds of any such sale in furtherance of the Objectives of the Company.”</i></p> <p>EC – Article 59 states that board can therefore decide how to spend the money and if using SB to apply for grant will save the BID time and money then that could be used as such.</p> <p>SB – If Board members’ businesses aren’t allowed to do work for the BID then it would possibly put of other BID members wanting to join the Board if it then meant they’re excluded from being used for events etc.</p>	
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	<p>AC – if we have to tender for each thing should we be tendering for event venues as well?</p> <p>JC – what are the requirements for a Board members attendance?</p> <p>RC – Article 62 states a board member will lose their place if they don't attend a meeting within 6 months.</p> <p>JC – need to be careful as if she resigns she will be open to the press.</p> <p>AH – does the BID have a tender limit?</p> <p>RC – EC and I did discuss creating levels where decisions can be made.</p> <p>AC – shall we just go to some other grant writers for quotes? To ensure that we are getting the best deal.</p> <p>SB – what AC is suggesting is correct but doesn't get to the big issue.</p> <p>JS – should we call a special meeting for this?</p> <p>EC – JH has expressed that herself and other BID members don't feel that they're getting value for money and that we need to be promoting Newquay further and creating more campaigns like the London Underground instead of promoting Newquay in county.</p> <p>AC – core principles of the BID through were to sell Newquay to the rest of Cornwall.</p> <p>JS – should we put Arts Council on hold and have separate meeting?</p> <p>SB – selling more into London is unrealistic due to budget constraints.</p> <p>CP – should be the job of Visit Cornwall to promote Newquay out of county as well as the BID?</p> <p>RC – AC what is the protocol in arranging a meeting?</p> <p>AC – we should give 21 days' notice.</p> <p>RC – should we have an extra board meeting to discuss articles of association and code of conduct?</p>	
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	<p>AH – I think that if there is no threshold for the BID to go out to tender and we are not breaking any articles, then I suggest we get quotes to ensure value for money from SB. (all present agree with AH’s proposal)</p> <p>CP – Is there issues with JH speaking to BID members? Should she be reprimanded?</p> <p>RC – will look through the articles before making a decision</p> <p>EC – should we add confidentiality to the code of conduct?</p> <p>All agreed that yes we should.</p> <p>AC – we should use Excess Energy to put out a press release asking for quotes and that way we have asked for other quotes to ensure value for money.</p> <p>JC – why was the barracuda selected in the first place?</p> <p>RC – at this point we don’t actually need to decide on a venue that can be done in the second consultation phase.</p> <p>EC – will include it into the signage press release and it can be included in the consultation for the signage.</p> <p>AH – an element of what JH has said is true which is why I think it’s important we ask for other quotes.</p> <p>EC – I have spoken with owners of Barracuda and if new tenants do go in there then it will be in the leases that they cannot touch the art work.</p> <p>EC – do we need to look at BID articles again in association to using SB as we use BID businesses quite often and it would bring up a whole matter of should we ever use directors businesses?</p> <p>RC – will look at putting a tiered tendering plan together.</p> <p>EC – will look at budgets to see how much we would need!</p>	
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	<p>fireworks they were fantastic?          AH – Town Council          AH to EC – need to have a wash up meeting with Town Council and Event Cornwall so that they can discuss moving forward for next year. Concerns that NTC didn't get enough publicity for their input into the event.</p> <p>AC – There is a need for more marshals during events and there is a marshalling course available.          EC – I would be prepared to pay for myself to go through the course.          AC – the course would simply teach you how to move a road closure sign.          RC – there was a chamber meeting in which it was discussed with Gill Moore the possibility of putting together a course to help with this.          JH – Misunderstanding at Festive Festival was that there weren't enough chapter 8 marshals!          JC – under impression that it would be £40 per road closure, ie £40 for bank street and a further £40 for East Street.          AC – this is not the case, it's £40 with all closed roads included.          AC – there is a possibility of job centre training people to be marshals – need a bank of stewards and marshals for events in Newquay.          SB – think it's a good idea for the BID to pay for the marshal training.          CP – what about street works?          AC – I am in talks with them as the moment to see what is happening and if we can help!          SB – if you say we have invested in people and it is part of saying we want people for events, it will help when applying for funding.          AH – We don't necessarily need people to do chapter 8 but need to</p>	<p>EC to arrange wash up meeting with NTC and Event Cornwall to and speaks to Excess Energy to ensure that NTC gets enough coverage in the future.</p>
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<p>c) Street environment including update on Signage and Wayfinding Strategy</p>	<p>identify who needs to go and what we need.  AC – We need to speak with NFET first and see what training they can offer.</p> <p>EC – Consultations will be going ahead next week with 20/20.  What we need is stories and information from businesses and residents to help add vibrancy to our town. Help visitors find their way around town and encourage them to explore areas they may have not done before.  EC – Newquay is linear so therefore helps people find their way and realise some places may not be as far as they think.  SB – think it's great to split it around town and all board members should try and get around to at least one of the consultation so that they are there to talk to other businesses and try their best to engage about what the BID is doing.</p> <p>EC – we will also be explaining the BID to businesses who may not know much about it. There will also be questionnaires for people to fill out about Newquay.  EC – There has so far been a good response from posts on Love Newquay.  EC – Once this has been done 20/20 will produce initial sketches and then EC must tender again for the designs to be made</p>	
<p>6) Design Tender Oracle</p>	<p>EC – we have worked with Absolute Design since the start of the BID however they are becoming increasingly hard to work with, with staff constantly changing, and the BID brand is being lost along the way.</p>	

	<p>EW asked Oracle for prices before she went on to leave (EC presents them to board).</p> <p>SB – think we should get quotes from other companies.</p> <p>AH – if we do that without it being properly tendered properly then we could be in danger of being criticised.</p> <p>AB – Oracle also designed the website and do some smaller pieces and understand the Newquay branding really well.</p> <p>SB – Are they big enough to handle all the work.</p> <p>AB – Yes I believe they are they have another member working with them since the last tender.</p> <p>All of board agreed to move to Oracle.</p>	
<p>7) Tree Walk and Map</p>	<p>Map of trees around Newquay, BID have committed £495 towards the map but not sure if Council have now funded it.</p> <p>AH – not sure if money has been put in from Council and if it would cover all costs.</p> <p>SB – I believe the £495 is to add to it and allow people to go on the walk following the signage. Helping them develop whatever they do will help.</p> <p>RC – bearing in mind that EC is not sure of what has been committed are we happy for the £495 to officially be committed to the Tree Walk?</p> <p>All agreed</p>	<p>EC to contact Kim Parish to confirm the £495 has been committed from the BID and that they are able to carry on.</p>
<p>8) This is Newquay photo proposal</p>	<p>Maggie Robson from newquay.co.uk proposes that for the use of her photos it will cost £25 for first photo</p>	

	<p>£15 for the second £50 for a maximum of 6. Images without logo would cost more. SB well any photo should be credited any way. We would then need to offer this to all photographers. AC – She is at every event. EC – we paid for a photographer for one day of the Music and Ale Festival and whilst obviously the photos are great that is only one day, it would be good to have the option of a wider selection as Maggie was there every day of the festival. SB – suggests we should also check the price of Phil Bunts photos to see a comparison. Agreed that we would be happy to go along with these guide lines if we are able to be in touch with her as and when we need them.</p>	
<p>9) A.O.B a) Jet Ski Events</p>	<p>EC – 6<sup>th</sup>, 7<sup>th</sup> and 8<sup>th</sup> of June Nick Webb would like to have the Freeride Jetski riders here in Newquay to compete. He initially wanted it at Fistral but they said no as it would discourage surfers. He is therefore suggesting that it is held at Fistral.</p> <p>AC – straight away saying no, it will discourage surfers altogether, plus it will encourage other Jest Skiers to come to Newquay.</p> <p>RC – How about sending it Lusty Glaze?</p> <p>SB – I don't disagree with what you're all saying but we should be trying to promote other types of events. Newquay suffers as people don't think they can bring other types of events to Newquay when they could be bringing in a lot of money.</p>	



	<p>the manager to several emails from EW.</p> <p>RC – If they can meet the criteria of the application with receipts for work and the after photos then we will honour the application.</p> <p>All agreed that this is fine to go ahead with.</p> <p>RC – Any other A.O.Bs? None other from any of the directors Meeting closed at 7pm.</p>	<p>Emilie to contact Tim to inform him of the procedures that needs to be followed.</p>
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