



Business Improvement District

Minutes of Newquay BID Annual General Meeting 2022 held at The Atlantic Hotel at 16.00 on 13th July 2022

Attendees: Jonathan Start (JS) – BID Director; Andy Cole (AC) – BID Director; Alan Goudge (AG)– BID Director (left the meeting at 17.45 hrs); Gill Moore – (GM) – BID Director; Dirk Parker (DP) – BID Director; Mark Warren (MW) – BID Manager (starting employment on 1/8/22); Neil Hallam (NH) – C&J Accountants; Rhona Gardiner (RG) and Sarah Harrington (SG) – Excess Energy; Shirley Williams (SW); Alan Howard (AH); Mark Hazel (MH); Colin Paull (CP); Casper Lawson (CL); Jo Lawson (JL); Simon Thompson (ST); Lyndsey Young (LY); Margaret North (MN); Paul Hamilton (PH).

Apologies:

Mark Haddrell – BID Director, Susan Deakin – BID Director, Debbie Rundle – Newalls Travel.

- 1. Welcome** – JS welcomed everyone. AC informed the meeting that it would be recorded in order that minutes could be typed up.
- 2. Apologies** – as above.
- 3. Chairman Report**

JS started with a HR update on the previous BID Manager and then confirmed that the new BID Manager Mark Warren (MW) was in attendance today and would take up his position on the 1st August.

JS confirmed that the investigation against the former Manager has been happening very slowly. **Newquay BID will update members as soon as they have any further information** but at the moment there was a limit as to what BID is able to say.

AH asked JS how much money was being investigated? - told that this could not currently be disclosed. JS confirmed that all financial systems and procedures are in place to ensure that this situation can never happen again.

PH asked what had BID not done with respect to projects detailed in the proposal? JS said that it was difficult to say what BID hasn't delivered but the BID Bank Account was quite healthy for new future projects.

LY then asked how the missing money was shown on the accounts. JS - the monies listed in the accounts under expenses were some of the alleged monies that has been misappropriated.

Question: why was the Ex-Manager not being monitored throughout her employment?
JS - she was a trusted individual who the Board expected to do the role.

Question: how were none of the irregularities spotted by the Accountants or the Directors and who found the issues? JS - The Board did not keep a 'close enough eye' on her and there were some irregularities with the information she was giving the Directors and the information she was giving to the accountants. Acknowledged that they should have checked on things more and it was the fault of the Directors that the irregularities were not picked up on sooner.

AH asked during COVID lockdowns was the ex-manager paid her full salary or was she furloughed? JS confirmed that she wasn't furloughed.

SW also wanted to know why the accounts had not been published online. JS - this was because the accounts had not been signed off yet.

SW why had members had not seen an Audit Report as had been requested at the last AGM either. JS - the accountants prepared a significant audit of what the ex-manager had spent, and this information has been passed over to the police.

Question: does this explain the big jump in accountancy fees and JS confirmed that yes it was due to the investigation. The other increases were HR fees and consultancy fees, again due to the investigation.

ST - said that the reason that this room is not full today with more members is that BID has chosen a ridiculous time to hold the meeting and so he had to leave work early.
Agreed that future meetings should be at a more appropriate time MW.

New time 6pm until 9pm May 19th

PH said that we are forced to be members of BID, and that we do not mind paying or even helping if we knew what was being delivered. Accepted JS and AC have had to deal with the chaos caused by the ex-manager and JS confirmed that has not been easy.
– 2022/23 will see a new start.

MW – confirmed that he intended to hit the ground running and would be setting up meetings with the businesses and the agencies that he needed to support the functioning of the town centre. He asked to be judged on his actions not his words.

MW said that communication is key, and **that the website needs to be utilised more as does the #Love Newquay social media.** CP then commented that many of the multi nationals are not interested in BID and do not support BID. MW then said that businesses in town centres do not have any other support apart from BID.

Newquay BID website is over 10 years old and just to add the Loyalty card was expensive. We have increased the visits with the Loyalty card and we are also launching

a targeted FB campaign to 3 new Cornwall Airport Newquay destinations that will drive additional visits to the BID site.

It is clear that LOVE NEWQUAY is the future with over 40 k followers but no website to deliver all things Newquay so we have plans for a brand-new site to be the Customer go to for Newquay and its businesses, this is currently under construction.

Love Newquay social is now getting regular posts including businesses with Digital Natives support, Newquay BID FB is being managed internally with the Bi weekly Newsletter to all businesses.

AH then asked MW what are you going to do? **MW - wants to tackle the signage**, particularly some of the road signage as its awful in so many areas. JS then confirmed that BID had an audit carried out on all the BID blue signs. He said that it was not just a case of removing all the signs as it would cost too much to do so. BID must work with what it has.

Signage is being tackled in a measured approach with the worst town Centre signs now refurbished and the next 5 are currently planned to go ahead imminently. We are also putting in place a regular cleaning of the signage to keep them in good order.

ST continued with the conversation about increasing the footfall into the town as Newquay is such a fabulous place. CP commented that in 2021 the visitor numbers were up 30% in Newquay. CP went on to say that in his opinion rather than try to modernise Newquay we should try and capitalise on our heritage, i.e., the wonderful architecture, but the most important thing was to clean Newquay up. **MW to consider what can be done to assist in this.**

Now working with Newquay Clean and Newquay Safe as well as all involved partners including CC environmental and BIFFA with regular street walks. Police and Civil enforcement regular meetings to tackle ASB, Street traders and low-level crime.

CP - could the signs on the way into town be used to advise visitors of what is happening in the town. MN responded that Cornwall Council (CC) are responsible for the signs. **MW agreed to follow up.**

This is under Cornwall councils' control and they will not use it to advertise town centre events, I am continuing to investigate this as it is definitely an opportunity for the future .

Commented that Falmouth BID and Town Council have a good working relationship which had not yet been achieved in Newquay. Agreed that NTC and Newquay BID should work together more. **MW to be tasked to ensure this happened building on the start made by the Interim Bid Manager.**

The relationship between NTC and BID is in a much better place with involvement in key meetings and supporting each other with projects including Bunting /Baskets /

Christmas lights, Markets, street cleaning. I am in regular communication with the NTC team and Margaret North with very positive relationships building.

- 4. Excess Energy Presentation**– RG and SH introduced themselves and informed the meeting of the work they do for Newquay BID.

RG - delighted when Newquay set up its own Town Team and she saw the benefits for the town and Newquay BID and hoped that there would be a constant collaboration between the two and then of course along with NTC it should be a 'dream team'. **MW and NTT to work together.**

NTT is being represented by 2 Board Members from BID , the manager is focused on keeping the day to day operations alongside delivering events , support etc .

AC confirmed that he was the Chair of the Newquay Town Team, and it was the job of the local businesses, residents etc to bring the ideas to the Town Team of what Newquay should become. Then the Consultants that have been employed can analyse all the information and then this information can be provided to any new businesses coming into town.

Once the consultation process has been completed NTC will then have a blueprint of what Newquay could work on. Then CC will put in for funding to carry out any works based on this work.

#Love Newquay does have 32,000 followers. **MW to look at this and make judgement about changing tactic or renewing push of this hashtag**

#Love Newquay has increased significantly and will continue to do so . We are also considering an opportunity to sell #Love Newquay as a bag to drive additional revenue back into the BID funds.

RG also then went on to inform the meeting of how EE operate their time working for Newquay BID and RG said they have lots of time in the 'bank' as obviously it's been a quiet couple of years. **MW to review this resource and use accordingly.**

EE supported the new BID manager with additional support across multiple PR opportunities including Loyalty card, Zombie Crawl, Newquay Against Crime and Christmas.

The two perception led studies were completed – one for the residents which had 722 responses and one from visitors to Newquay which had 1695 responses. **If anyone wanted a copy of the survey results, to let them know.**

Overall, the results of the visitor survey were very positive and above average on all questions asked, and there was also a lot of constructive feedback on where Newquay could do better. The residents' survey was not so positive. However, the residents'

comments were a lot more passionate and residents feel let down and felt that a greater investment is needed throughout all of Newquay and not just the town centre. **MW to pick up results and move forward during 2023 along with NTC and NTT**

EE then reported on press trips (£10k per annum) and publicity. Agreed that Newquay sells itself in the summer, but out of season in October – December this is when BID really needs to come to the forefront and work on behalf of the businesses. **MW to review.**

EE and Digital Natives are working alongside Cornwall Airport Newquay, press trips are under way most recently being The Sun with invites out. The press pack being issued to journalists and influencers is narrated around “All year-round Newquay” free travel, free accommodation, activities etc are being supplied by the Newquay Businesses who are happy to support driving footfall. The New routes that have recently opened up are a huge opportunity to draw new customers into Newquay.

Discussion then took place around social media and EE explained that Perry Hughes from Ice Cold Gorilla was responsible for that. **MW to make contact as soon as in position.**

After discussions with Perry Hughes, it was apparent that we needed to reconsider our Social Media provider. We now use Digital Natives who are local and have worked with BID previously when Eve was the manager. They are integral in the further development and success of the Love Newquay launch, and are regularly out and about visiting our businesses to drive social media. They are currently launching a targeted campaign to the new airport routes.

EE also spoke about the perception of Newquay within Cornwall and said that this is something that EE, BID and all the businesses need to work on together to carry out more local marketing. **MW to pick up.**

Working alongside the Cornwall BID’S and SW Coastal BID’s with regular meetings as well as a huge amount of Local PR including Radio Cornwall, Pirate FM pushing out positive messages around the county is clearly driving perception of Newquay in a positive direction .We have been asked to host the SW Coastal BID’S meeting at no cost to us in the near future .

PH suggested to EE about approaching several businesses and perhaps asking them to put together ‘out of season’ packages as visitors can play golf, go coasteering, surf lessons, fishing etc and that surely must be an easier way to encourage businesses to provide their services free of charge. **MW to pick up.**

EE are actioning this with their Press trips focusing on experiences all year around and some of the local business are doing this themselves with a linked up offer with other businesses .

PH asked if EE/BID could stop sending information out by email, he said there is the BID website. Moving forward BID needs to look at bringing all the social media in-house as its disjointed currently. **MW to review and make changes as needed.**

The BID database has been updated to support much better communication with the businesses. We send out Bi weekly newsletters, social media and instore handouts. I have had some businesses ask me what going on as they've not seen anything, yet they have received all the bi-weekly newsletters and opened none. I will continue to email if I have a direct need for response but this is not my preferred option. BID FB social is now inhouse but we will continue to use DN for the Love Newquay social for now as this is the biggest opportunity to engage with our customers and drive footfall especially with the birth of the Love Newquay website.

Accountants Report/Adoption of Accounts

JS - the accounts for the year ending 31st March 2021 and 2022 needed to be adopted. Questions were invited as NH present to answer such.

Question: asked about some of the increases in expenditure and what these were for. NH explained that some of these were legal fees that must be paid to CC due to un-paid levies which CC actively pursued. NH confirmed that levy monies are approximately £160,000 and asked who the debtors are to which NH responded the levy payers. All the information comes direct from CC, the accountants request the information and then CC provides a breakdown. NH confirmed that BID also pays CC to collect the monies.

Trade debtors - £27,000. AC said that CC provides BID with a list of businesses who have not yet paid.

Question: about the hike in travel expenses, confirmed this due to the ex-manager being investigated.

PH noticed a trend that every other year there is a large increase in 'legal and professional fees' from 2021 at £600 to £1,100. NH - these are charges to CC for their services. In particular legal collections of unpaid BID monies. PH - it would have saved BID £10,000 if a member of the BID staff did this. Discussion then took place of how BID should chase the monies in. JS then explained that the £10,000 incurred is not just CC fees, its court costs as well. MW - **Need to check why court fees not recovered as well?**

SW – asked about the amount of SMP claimed back during the year. **NH agreed to find out.**

SW – **offered to help catch up with accounting / legal governance issues once MW in place.**

NH – all internal book-keeping now being done by Crane and Johnston.

NH - confirmed that all the expenses are now signed off with the appropriate paperwork as proof of purchase and then signed off by a member of the Board.

Proposal to adopt the accounts for the year ending 31st March 2021. Accounts were proposed by DP and seconded by AC. These were passed with a majority.

Proposal to adopt the accounts for the year ending 31st March 2022
GM proposed, seconded by SW and the accounts were passed with a majority.

5. Changes to Articles of Association

JS informed the meeting that proposed changes to the Articles of Association had been circulated ahead of the meeting.

Proposed Change 1

Clause 50(b) currently states: *Class B members shall together have the right to appoint a maximum of ten directors. If this right causes the total number of Class B directors to exceed ten, the appointment of directors will be by election.*

Reason for change: *BID has never had ten people willing to stand in this category, but the Company is then constrained by the number that can be appointed in the other 3 categories which restricts the ability of the Company to operate effectively.*

Proposed new wording: *Class B members shall together have the right to appoint a maximum of nine directors. If this right causes the total number of Class B directors to exceed eight, the appointment of directors will be by election.*

MH said that he was one of the original BID Board Directors, so why are BID proposing to change anything, it has always worked as it is currently. SW explained that the reason for the proposed change is that the BID really needed to be able to have 2 Class D members and this is the reason behind changing the number of Board Directors.

JS then asked the meeting to vote on the proposed amendment 1 and the amendment was passed with a majority.

Proposed Change 2

Clause 50(d) currently states: *Class D members shall be entitled by notice in writing to the Company to appoint a maximum of ONE director to the Board and shall further be entitled to remove and replace such director*

Reason for change: *This will allow the Company to benefit from the services of an additional Director from Category D – any other such bodies with an interest in securing or procuring the objectives of the BID Proposal that the directors decide to co-opt as members*

Proposed new wording: *Class D members shall be entitled by notice in writing to the Company to appoint a maximum of TWO directors to the Board and shall further be entitled to remove and replace such directors.*

JS asked the meeting if there were any questions to the proposed change 2 to the Articles of Association. There were no questions and JS asked the meeting to vote. Amendment passed with a majority.

Proposed Change 3

Clause 73 currently states: *The quorum for the transaction of the business of the Board shall be six or the number nearest 50% of the total number of Directors, whichever is the greater.*

Reason for change: *Given the low number of people coming forward to be on the Board, the directors in January 2019 believed that they voted for a change in the Articles of Association to read "The quorum for transaction of business of the board shall be 50% of the total number of the directors". Follow up action was never taken on the decision and so it was never put to the Members for adoption.*

The current board recognise that Members would today be concerned about a change to 50% and are therefore proposing that the 6 be lowered to 5 in order to give any small increase in flexibility.

Proposed new wording: *The quorum for the transaction of the business of the Board shall be five or the number nearest 50% of the total number of Directors, whichever is the greater.*

JS asked the meeting if there were any questions to the proposed change 3 to the Articles of Association. JS asked the meeting to vote, and the amendment was passed with a majority.

Proposed Change 4

Clause 24 currently states: *The notice of any general meeting shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.*

Reason for change: *To ensure that BID is allowed to run virtual meetings if circumstances dictate such a need*

Proposed new wording: *The notice of any general meeting shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. Such meetings may, at the discretion of the directors and if circumstances are such that a physical meeting could be considered unsafe for public health reasons, be held virtually.*

JS asked the meeting if there were any questions to the proposed change 4 and there were none. Amendment 4 was passed with a majority.

Proposed Change 5

Clause 72 currently states: *A director may, and the secretary at the request of a director shall, call a meeting of the Board.*

Reason for change: *To ensure that BID is allowed to run virtual meetings if circumstances dictate such a need*

Proposed new wording: *A director may, and the secretary at the request of a director shall, call a meeting of the Board. Such a meeting would normally be held physically but may, if agreed by the majority of the Board members, be held virtually.*

JS asked the meeting if there were any questions and there were none. JS asked the meeting to vote on the proposed change 5 and the amendment was passed with a majority.

6. Election of New Directors

- JS informed the meeting that two nominations had been received these being Dirk Parker (Class B) and Mark Haddrell (Class C) and only Class B members can vote on this.
- JS asked all Class B members at the meeting to vote on the appointment of Dirk Parker as a BID Director – all agreed.
- JS then asked the Class C members to vote on the appointment of Mark Haddrell to the Board – all agreed.

7. Q&A

A brief discussion followed re the private BID user group and whether this should be picked up again with strict rules of usage. Harassment of members of staff could and would not be tolerated. Recognised that the ability to make contact with the BID Manager was key to building new relationships. **MW to consider if this user group to continue once in post.**

The private BID user group has been shut down as it was being used for unacceptable harassment of BID employees. We have the BID FB that is used regularly and even though we have sometimes negative comments we accept freedom of speech unless it deems inappropriate and will be taken down with the BID member excluded. We do seem to have non-BID members commenting and this is I believe inappropriate and is being monitored.

Since starting my post, I always answer calls and emails but will not take part in any aggressive or other inappropriate behaviours or dialogue.

There being no further questions – the meeting was closed.