

CRAWLEY TOWN CENTRE BID COMPANY LIMITED (THE "COMPANY" OR "CTC BID")
COMPANY NUMBER: 12058421

Minutes of a meeting (the "**Meeting**") of the directors held at the offices of EMW LLP on 12 June 2023 at 2.30pm

DIRECTORS PRESENT: Paul Rolfe (**PR**) (Chair)
Nicola Cheek (**NC**)
Neil Cooper (**NC**)
Duncan Crow (**DC**)
Luke Longley (**LL**)
Matthew Tyson (**MT**)

OTHERS ATTENDING: Wendy Bell (**WB**) - CTC BID
Rachel Hughes (**RH**) – CTC BID
Sam Murray (SM) – CTC BID
Suzanne Holloway (SH)
Chris Turner (**CT**) British BIDs
Emma Bullement (**EB**) – EMW LLP
Lynn Hainge (**LH**) - CBC

APOLOGIES: Abigail Bowden (**AB**) Simon Cuckow (**SC**) Grigory Lazarev (**GL**) Peter Rainier (**PR**)

1 QUORUM AND INTERESTED DIRECTORS

- 1.1 The Chair declared that due notice of the Meeting had been given to all board members (the "Board") and that a quorum was present.
- 1.2 Each of the Directors at the Meeting had declared all of the interests that they held, directly or indirectly, in the matters to be discussed which they were required by statute, the Company's articles of association (the "Articles") or otherwise to disclose; and no Director was for any reason disqualified from voting at the Meeting or forming part of the quorum.
- 1.3 It was noted that one of the items to be discussed related to the Company's auditors, RPD. MT disclosed that he was the director representative of RPD and although not part of the auditing team would recuse himself from the meeting as appropriate to avoid any potential conflict.
- 1.4 The Chair declared the Meeting open.

2 MINUTES AND MATTERS ARISING

- 2.1 The minutes of the previous meeting had been circulated to the Board prior to the meeting and were approved as a true record of that meeting by the Chair.
- 2.2 The summary of matters arising was noted and the following specific matters discussed and noted:

- 2.2.1 Action point 1 – to carry over, version to be send to Lynn Hainge;
- 2.2.2 Action point 2 – noted there were gaps in board re representation of small businesses in the BID area, to consider if appropriate for additional person to join the board;
- 2.2.3 Action point 5 – budget note including reasons why people had not paid the BID levy to be moved to next meeting;
- 2.2.4 Additionally, WB would circulate the health check document to the Board for information.

3 CHAIR'S INTRODUCTION

- 3.1 The Chair summarised the matters to be discussed during the meeting and welcomed Professor Chris Turner (CT) to the Meeting, noting that Chris was CEO of British Bid who would present his report to the Board following a mid-term review of the Company.

4 APPOINTMENT OF COMPANY SECRETARY

- 4.1 EB left the meeting while the Board considered the tenders for the position of Company Secretary of the Company.
- 4.2 WB outlined the proposals received and asked the board to consider which of the tenders would offer the best value for money taking into account the requirements outlined. The Board approved Emma Bullement of EMW Law to act as Company Secretary.
- 4.3 EB re-joined the meeting.
- 4.4 The Chair reported that the Board had approved the appointment of EMW LLP as Company Secretary.

5 AUDITORS

- 5.1 MT left the meeting.
- 5.2 The Chair reported that a member had raised a complaint with the Company and the ICEAW that the auditors of the Company were not independent and that the audit had not been conducted properly. A request that the Company's accounts be audited had also been received.
- 5.3 It was explained that CTC BID was not required by law to carry out an audit of its accounts, but that the Board had agreed the accounts should be subject to an audit and had appointed RPD following a tender process.
- 5.4 The Board discussed the original tender process and appointment of RPD and were satisfied that the process had been conducted properly and fairly. It was noted that it was important for the Company to utilise the services of companies within the BID area, and that RPD was a levy payer. As a levy payer and member of the Company, RPD also had the right to nominate a director for appointment to the Board and it was agreed that there was no conflict between MT being a director and the appointment of RPD as auditors, noting that MT had declared his interests in accordance with the Companies Act and would recuse himself from decision making if any potential conflict did arise in the future.

5.5 It was resolved that RPD would continue as auditors for the remainder of the BID term and that WB be authorised to confirm the same to RPD and revert to the member accordingly, noting that the audit work would be placed to tender for the next BID term.

5.6 MT re-joined the Meeting.

6 EMPLOYEE REMUNERATION

6.1 WB, SM and RH left the Meeting.

6.2 It was reported that the Board wanted the Company to be able to attract and retain good employees and noted that a pay review for employees had not been carried out for over 2 years.

6.3 It was proposed that a 10% pay rise be granted to all CTC BID employees and that such pay rise to be backdated with effect from April 2023. It was further proposed that an annual pay review be agreed, prior to April of each year.

6.4 After due consideration it was agreed that the proposed increase was proportional and fair and it was resolved that the pay increase as proposed be accepted and implemented, with effect from April 2023.

6.5 WB, SM and RH re-joined the Meeting and were informed of the Board decision. WB and PR were authorised and instructed to inform staff and the payroll team accordingly.

7 MARKETING

7.1 There was a discussion around the impact CTC BID was having, and whether there was sufficient information in the public forum to enable BID members to understand what was being done, together with the positive effect this was having for the town generally and members specifically.

7.2 It was agreed that, while noting that some information was available, there needed to be a stronger marketing campaign setting out the key facts, what the BID had achieved in the previous few months and the benefits derived from the events for members.

7.3 It was suggested that some of this information be in the form of a hard copy leaflet which could be given to all businesses (levy payers or otherwise) and that publicity of the BID should be to all and not just to current levy payers to reinforce the positive messaging and increase good publicity for the Company.

8 CHAIR POSITION

8.1 PR explained to the Board that GL, a director of the Company (not present at the Meeting) had started legal proceedings against PR, in his capacity as Chair of the Company. PR summarised the action being taken against him and confirmed that the matter was in the hands of a third party solicitor who had advised that there was no case to answer. Notwithstanding this advice, PR was concerned as to any potential reputational risk to the BID while the case was ongoing and requested that the Board consider PR's position as Chair in this context. PR then recused himself from the Meeting.

- 8.2 The remaining directors discussed the action and considered whether the intention of the claimant was just to cause PR to resign, or if there was a wider purpose and whether this claim was vexatious or if there was any merit to it. The directors were also each asked to consider whether PR was the right person to lead the Board going forward.
- 8.3 After due discussion and consideration, each director present confirmed their agreement that PR should continue to chair the Board and that he should continue in the role of Chair of the Company. It was noted that not all directors were present at the Meeting and agreed that those not present (other than the claimant who would have a conflict of interest which would prevent him from participating in the discussion or being able to vote) would be asked to confirm their position by email.
- 8.4 PR rejoined the Meeting and it was confirmed the unanimous decision of those directors present was that PR should continue as Chair, noting that PR had 100% support of all those present.

9 MID-TERM HEALTHCHECK

- 9.1 Chris presented a summary of his findings, noting that the Company was what he considered to be a 'good' BID, with lots of positive activity and that the CTC BID team should be celebrated. There were some areas requiring fine tuning, including the articles, governance and membership which would be discussed further in details.
- 9.2 Key points from the mid-term review:
- 9.2.1 There was an ambitious action plan, with a well-articulated business plan and website with good transparency and resources.
 - 9.2.2 The articles needed to be reviewed and revised, with the provisions of the articles, terms of reference and code of conduct aligned. CT was aware that this work was in progress.
 - 9.2.3 The website covered how a person could become a director and the directors handbook on the website was noted. It was also noted however that the articles should include more clarity as to how a director was elected.
 - 9.2.4 It was noted that minutes were readily available.
 - 9.2.5 The report noted that there was some contestation at Board level; all board members had a duty to act in the long-term interests of the Company and to promote the success of CTC BID. It was noted that any board director could not fulfil these duties if they were against the BID.
 - 9.2.6 The report flagged the following areas as good: budgets, contracts management and operations process; audit policy; risk register and finance reports. It was however noted that the loss of the CEO should be included in the risk register and there should be a clear definition of operating costs. This was particularly relevant as there should not be too much surplus held by the Company at the next ballot.
 - 9.2.7 Re performance management, it was noted that there was a good strategy in place for a small team and the focus should be towards the next ballot. The level of transparency was

noted, with levy payers / members having access to information through the website and social media.

- 9.3 It was noted that an anti-BID group was active and the Board discussed this further and agreed that Board investigate why the members of this group were unhappy in order to counter any arguments against CTC BID.
- 9.4 In relation to plans for the next BID term, it was suggested that the team start to pull together strategy documents, business plan and proposal documents with a view to sending an initial letter to the Secretary of State and Council in due course. There would be a consultation process and an AGM scheduled before the next ballot.
- 9.5 It was suggested that boundary terms and levy rates be considered as part of the consultation, the final stages of which were likely to be Spring 2025.
- 9.6 It was agreed that a sub-committee be established to lead the renewal process and prepare the first draft of the proposal, such committee to include board members with relevant expertise and experience.
- 9.7 It was confirmed that a small working party would be formed to work on a detailed strategy which LL would lead. Those board members wishing to join this working group would contact PR or LL.

10 BUDGET NOTE

- 10.1 The Budget Note was taken as read. WB confirmed that the level of levies were collected this year was different to previous years. The number collected was similar to the previous year but less had been invoiced due to rating revaluation for some larger hereditaments including some larger car parks.

11 NEW OFFICE

- 11.1 It was reported that the lease on the Regus office had not been renewed in order to reduce running costs and a new premises was proposed at Cross Keys House. It was noted that LL and NCo had provided guidance and had suggested a 3-month lease with the option to renew.
- 11.2 The Board agreed and confirmed the entry into this new lease.

12 BID MANAGERS REPORT - MARKETING

- 12.1 The BID Managers report was taken as read with no further comments or questions. It was noted that there were a lot of events taking place and being planned.

13 FORWARD VIEW

- 13.1 It was noted that the next Board meeting was scheduled for 20 September 2023.

14 AOB AND CLOSE

- 14.1 It was noted that following the appointment of the new company secretary, RPD would arrange for documents it held to be moved to EMW and WB would confirm whether the new registered office should be EMW's offices at Crawley or Milton Keynes.
- 14.2 The Board confirmed they had no further comments and the Chair declared the Meeting closed.

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CHAIR