



RTWT Board

Meeting Minutes

Wednesday 9th January 2019

Opening

The regular board meeting of Royal Tunbridge Wells Together was called to order by Nicky Blanchard at 8.30am on Wednesday 9th January 2019 at the Cripps LLP offices.

Present

Nicky Blanchard (Chair), Karen Pengelly, Lauren Brook, Jane March, Ruth Napier, Sara Fuller, Hilary Smith, Stephen Gurney, Tracy Moore, Gilbert Green, Robyn Phillips, Alex Green

Apologies

Harry Collins, Andrew Wagstaff, Nick Moore, Alex Davies

Minutes

The minutes of the last meeting were approved, with updates on three actions arising:

The lease from British Land for the RTWT office has been reviewed by Thomson, Snell & Passmore with some minor comments. Once these have been resolved, the document can be signed by the relevant parties.

KP and LB are consulting with businesses into the forthcoming Public Realm works. KP will be registering to speak at the next Joint Transport Committee meeting.

The Board agreed that due to the monthly working group meetings that will be taking place throughout the year, Board meetings should be held quarterly from April 1st.

Action: LB to send out diary invites for quarterly Board meetings from April onwards.

Procurement Policy

The Board reviewed the draft Procurement Policy.

RN suggested that the policy should include a clause about a credit check process for companies providing goods or services to RTWT.

Action: LB to investigate costs for various credit check providers

GG suggested that the purchasing thresholds and approvals set out in the policy may need revising. The Board agreed the following amendments:

- 'Low value' constitutes any purchase under £500
- 'Medium value' constitutes any purchase between £500 and £10,000
- 'High value' constitutes any purchase over £10,000



It was agreed that safe-guards need to be put in place and the articles of association and procurement policy must correspond. This will form part of discussions with Alex Bishop of TSP who we have commissioned to make the necessary amendments to our articles of association.

Governance Paper

KP went through the items on the Governance paper to be agreed by the Board. The Board agreed the following:

- TSP will carry out the necessary work to amend the articles of association, ensuring that legalities have been adhered to on commencement of the BID. TSP have offered a 5% discount on their services for RTWT.
- One of the available Board positions will be filled by a local finance and accounting professional as the Board Director responsible for finance
- One of the two Board positions representing TWBC will become observational
- Karen Pengelly, Town Centre Manager will become a signatory for expenditure up to £500

Action: LB to add KP to RTWT's banking mandate as a signatory for the account

Additional points raised are as follows:

GG noted that the paper should refer to the individuals on the Board as Directors, rather than Members.

GG also suggested that if Board Directors send a proxy to meetings, that person will not have voting rights. RN noted that a process could be put in place whereby Board Directors must nominate another individual to attend meetings in their absence.

The re-election of Board Directors should be carried out by rotation, with a proportion of the Board being re-elected every year.

Action: KP to present paper at February Board meeting outlining timings and processes for annual elections

HS asked the Board for their opinion on appointing a Vice-Chair going forward. The Board agreed that this is something to consider.

AG asked what happens if a Board Director steps down halfway through their term. An interim Board Director from the same organisation could be appointed.

NB noted that there will be two positions available on the Board in March – Alex Davies from Berkeley Homes will step down in March and one of the two seats held by TWBC will become observational, therefore freeing up a second position. A third position is currently under discussion as the business in question will not be a mandatory levy-payer on commencement of the BID.

It was agreed that the working groups that will be formed as part of the BID should include two Board Directors to ensure that decisions can be made, expenditure approved, and action taken without the need to ask the Board in its entirety for approval. Membership of working groups will be based on expertise and experience.



Action: Board Directors to email KP which working group they would like to be a part of

Action: A flow chart of RTWT structures should be prepared for February Board meeting

Action: KP to discuss all above points with Alex at TSP to be drafted into the articles of association

Action: LB to remove Metrobank account from Xero accounting system. This account is longer functioning

Draft Action Plan

KP briefly talked through the contents of the draft Action Plan, reiterating that it is by no means complete and the figures are merely an approximation. Some points arising from this:

JM suggested that Dementia Friends training could be added to the list of courses the BID will provide to levy payers. SF noted that several of her staff are Dementia Champions and can perform the training.

AG suggested that as well as a printed newsletter in March to announce what the BID will be delivering in year one, it might also be useful to produce a newsletter at the end of the year to showcase what has been achieved.

Action: Action Plan will be presented again in February when it is nearing completion

Levy Collection

NB informed the Board that discussions with the local authority regarding levy collection for the BID are ongoing. The Board will be updated as and when an agreement has been reached.

AOB

JM noted that KCC are working on an initiative whereby roundabouts will be available for sponsorship opportunities. Paul Barrington-King is the contact for this.

Action: JM to send KP more information on roundabouts sponsorship

TM suggested that RTWT might consider joining the Institute of Place Management. TM also mentioned joining the Tunbridge Wells Town Forum and attending meetings to stay informed.

Adjournment

Meeting was adjourned at 10.10am.

Minutes submitted by: Lauren Brook