



RTWT Board

Meeting Minutes

Wednesday 13th February 2019

Opening

The regular board meeting of Royal Tunbridge Wells Together was called to order by Nicky Blanchard at 8.30am on Wednesday 13th February 2019 at Trinity Theatre.

Present

Nicky Blanchard (Chair), Karen Pengelly, Lauren Brook, Sara Fuller, Hilary Smith, Stephen Gurney, Tracy Moore, Gilbert Green, Alex Green

Apologies

Harry Collins, Andrew Wagstaff, Nick Moore, Jane March, Gavin Tyler

Minutes

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

- LB has now sent out diary invites for quarterly RTWT BID Board meetings from April 2019 – January 2020.
- LB has identified a suitable credit check provider.
- The paperwork has been prepared for KP to be added to the banking mandate.
- LB is in the process of removing the Metro Bank account from Xero.
- Working group members are mostly confirmed, links to workflow programme Trello sent out.

Articles of Association

KP added Lee Walker (LW) to the meeting via speakerphone to explain the options regarding BID membership for Directors and levy payers:

1. All levy paying organisations are eligible to be members, allowing them voting rights for the election of Board Directors (and on other matters?), or;
2. Only Board Directors are eligible to be members – levy paying organisations would **not** have voting rights for the election of Board Directors, but could nominate candidates

The Board discussed the two options. **The Board agreed that all levy paying organisations will be eligible for membership.**

GG thought that levy payers would probably need to opt in to be a member. A potential administrative approach to this would be to provide a downloadable form that levy payers could complete and submit to become a member. A question was raised as to whether it may be possible to operate an automatic opt in system whereby all levy payers automatically become members and must opt out if they do not wish to be a member. It was agreed that further legal advice would be required on this matter.



Board Director rotations and elections were also discussed. AG noted that Trinity's Board of Trustees make recommendations from applications received for Board positions which are then voted on by members. This system may be worth considering for RTWT. **The Board agreed that three Board positions will be up for re-election each year. It was agreed that the Draft Terms of Reference and the Draft Director Nomination Forms would be reviewed.**

Action: KP to discuss these matters with Alex Bishop of TSP.

The Board also discussed whether the goals set out in the BID Business Plan should be reviewed periodically to ensure that they are still relevant and useful. The Board agreed that this would happen.

Governance Papers

KP went through the items on the Governance paper:

- **Procurement Policy** – purchasing authority for medium level expenditure within working groups was discussed. Should the two Board Members on each working group have the authority to sign off expenditure, or do they make recommendations that are fed back to the Board for final approval? KP noted that the Action Plan, which includes budgets for each project, will be signed off by the Board at the beginning of the financial year.

Action: KP to review the Procurement Policy.

- **Operating Agreement – Levy Collection** – RTWT and TWBC have agreed levy collection arrangements. The Operating Agreement will be circulated to the Board pre March meeting.
- **Draft Action Plan** – KP highlighted a number of projects contained in the Draft Action Plan, noting several projects we are aiming to deliver in year one including an Access Audit, International Jazz Day event and open-air festival.

Action: Action Plan to be signed off at the next meeting

Action: RTWT staff team to write terms for working groups

AOB

[Adjournment](#)

Meeting was adjourned at 10.10am.

Minutes submitted by: Lauren Brook