

**BID BOARD MEETING, TUESDAY 13<sup>th</sup> FEBRUARY 2024.**

**NOTES & ACTIONS FROM MEETING.**

**IN ATTENDANCE:** Ginny Knox (**GN**), Kyle MacKay (**KL**), Rob Smith (**RS**), Mark Grant (**MG**), Gavin Ferguson (**GF**), Suzy DeVenny (**SD**), Jim McGillvray (**JMcG**), Gareth Dixon (**GD**), Lindsay Ferries and Shona MacDougall (**SMacD**).

**APOLOGIES:** Yvonne McCrae (**YMcC**)

**WELCOME & INTRODUCTIONS:** **LF** warmly welcomed everyone to this first meeting of the BID Board, also referencing the agenda and papers as circulated in advance. Noting that **LF** would Chair meeting until appointment of Chair/Other Roles, later in meeting. **LF** also noted that Yvonne McCrae had to withdraw from her appointment to the BID Board, for personal reasons.

	<b>ITEM</b>	<b>DISCUSSION NOTE</b>	<b>ACTION</b>
1.	Company Documents.		
1.1	Articles of Association	<p>The Articles of Association as reviewed by Harper &amp; MacLeod (external solicitor for BID Board) were agreed. <b>LF</b> requested that all Directors provide proof of identity – (2) documents each. Board Directors, in person, to office of Arthur &amp; Carmichael asap.</p> <p><b>LF</b> also highlighted need for BID Board to open a bank account asap, reflecting pending payment of levies by businesses.</p> <p>The position of VAT was clarified – BID Board invoices The Highland Council (THC), for levy monies and including VAT. Thereafter, THC has ability to reclaim VAT.</p> <p>The anticipated bank balance for the BID being levy monies, including VAT, and £3K approximately as carried forward from Steering Group.</p> <p>Noted external accountants (MacKay &amp;Co, CA) assisting with this process.</p> <p>Some key decisions were surrounding the Articles were required.</p> <ul style="list-style-type: none"><li>• BID Board originally intended to be 8 Directors, currently 7 only. BID Board <b>agreed</b> to progress recruitment of 8<sup>th</sup> Board member.</li><li>• Chair to have casting vote – agreed.</li></ul>	<p><b>All Bid Board Directors.</b></p> <p><b>All BID Board Directors to approach businesses as discussed.</b></p>

		<ul style="list-style-type: none"> <li>• Quorum of 5, based on a BID Board of 8 Directors – <b>agreed</b>.</li> <li>• <b>Noting</b> that THC representative, Cllr Jim McGillvray required to be a BID Board member.</li> </ul>	
1.2.	Certificate of Incorporation.	As per above, (agreed Articles of Association) – to be submitted to Companies House.	<b>LF</b> , through Harper & Macleod.
1.3	Memorandum of Association.	<b>Noted and agreed.</b>	
1.4.	Code of Conduct.	Introduced by <b>LF</b> , highlighting declarations of interest and being impartial and required behaviours of Board Directors. All Directors present fully supported. <b>LF</b> circulated summary document and required signature by all Directors – <b>actioned</b> at meeting.	
1.5	Appointment of Board Chair/Other Roles.	Board discussed options available and <b>agreed</b> following: <ul style="list-style-type: none"> <li>• Ginny Knox as Chair.</li> <li>• Gavin Ferguson, as Treasurer.</li> <li>• Role of Vice Chair – as an alternative to having a Vice Chair the Board agreed a rotating approach, every 6 months, to the position of Chair. Commencing with <b>GK</b> as Chair (1) moving onto <b>KMacK</b> (2), <b>RS</b> (3), <b>MG</b> (4), <b>GF</b>(5), <b>SD</b> (6) and <b>GD</b>(7).</li> </ul>	
2.	Recruitment – BID Manager.	<p>The critical nature of this recruitment/appointment was discussed in detail. Reference also made to draft Job Description as circulated. <b>LF</b> outlined some potential recruitment approaches/options for BID Board to consider.</p> <p>After considerable discussion a” Reach Out &amp; Test the Market”, for &amp; initial discussions being agreed as way forward. Allowing BID Board to test market and have initial discussion with interested parties – in what they could bring to role. Utilising the BID Business Plan to inform initial discussions.</p> <p><b>Agreed</b> to progress through <b>LF</b>, supported by <b>GD and RS</b>.</p> <p><b>MG</b> requested clarification to interface with DACIC (Dornoch Area Community Interest Company) and other community organisations. <b>LF &amp; SMacD</b> updated the BID Board regarding discussions to date and during</p>	<p>Test market and hold initial discussions with interested parties – <b>LF, GD and RS</b>.</p> <p><b>LF</b> to provide BID Board with background papers (previously</p>

		the BID process with DACIC. Highlighting the Steering Group position in relation to Visit Dornoch, namely retaining the brand and website only. Noting DACICs formal response as outstanding. It was agreed that a separate meeting should be arranged with DACIC and BID Board asap. <b>LF</b> agreed to provide all background papers, as prepared by the Steering Group, to the BID Board in advance of meeting.	prepared by Steering Group) as relating to DACIC discussions regarding Visit Dornoch. Thereafter, separate meeting to be arranged with DACIC and BID Board – urgent.
3.	Communications.	<p>It was confirmed that levy demands would be issued on Monday 19th February, reaching businesses on Tuesday 20<sup>th</sup> February 2024. For payment in full, within 28days. All enquiries must be routed through THC.</p> <p>It was agreed that an urgent communication would be required in advance of Tuesday 20<sup>th</sup> February 2014 – <b>Claire Bruce</b>, an advisor to the Steering Group, to assist.</p> <p>Levy decision on empty properties – <b>SMacD</b> outlined position and options. BID Board agreed to full levy payment by the property owner, if a vacant property (unless lease holder still within lease agreement but had to decided to vacate property early)</p>	BID Board Communication, prior to Tuesday 20/02/24.
4.	Transition & Handover, Steering Group to BID Board.	Handover meeting (and social gathering) arranged for <b>7pm on Tuesday 7<sup>th</sup> February 2024 – at Eagle Hotel</b> , who kindly agreed to host. <b>LF</b> referenced the Transition Action Plan/First Hundred Days document as prepared by Steering Group – to be shared with BID Board.	
5.	Future Meetings of BID Board.	It was agreed that the Hub should be utilised and booked for future meetings. It was also agreed that the BID Board would meet fortnightly, Tuesday evenings at 7pm. Frequency of meetings to be reviewed after 2 months.	<p>Book Dornoch Hub for BID Board meetings.</p> <p>Review frequency of meetings at 2-month stage.</p>
6	Other Matters.	Baseline Services Agreement, with THC – <b>SMacD &amp; LF</b> outlined the importance of this document as the BID Board moves forward – to allow clarity on THC service responsibilities and additionality that BID led projects will deliver. It was agreed that it would be both helpful and necessary to have the local	JMcG to progress attendance by Phil Tomalin, THC.

		manager from THC at future BID Board meetings. JMcG agreed to progress with Phil Tomalin.	
	Date & Time of Next Meeting.	<p>It was agreed to meet <b>at 6pm on Tuesday 27<sup>th</sup> February 2024, Eagle Hotel</b> – in advance of Handover &amp; Social Gathering with Steering Group.</p> <p><b>LF &amp; SMacD</b> in capacity as advisers only was discussed and BID Board indicated that this would be helpful in the early days.</p>	<p>BID Board to meet at 6pm, Tuesday 27/02/24, Eagle Hotel</p> <p>LF &amp; SMacD.</p>