Leatherhead BID Shadow Board – Inaugural Meeting Notes of Meeting

Date: Thursday 19 June 2025

Start: 14:30

In-person

Venue: Swan Centre Board Room, Leatherhead

Attendance

Role	Name	Business / Organisation
Chair (Pro Tempore)	Richard Keel	Swan Centre Manager
Board Member	Tim Caffell	Leatherhead Theatre
Board Member	Kara Nash	The Edmund Tylney
Board Member	Miranda Virgo	Swan Centre
Board Member	Rachel Groom	The Stockroom
Board Member	Dave Smith	Surrey Hills Radio
Board Member	Mahdi Dolati	Violet London
Consultant	Simon Matthews	Matthews Associates

1 Welcome & Introductions

Richard Keel welcomed all attendees. Simon Matthews introduced the purpose of the meeting, noting its procedural nature to formalise the legal and governance groundwork. Attendees introduced themselves (representatives from The Theatre, Swan Centre, Wetherspoons, The Stockroom, Surrey Hills Radio, Violet London, BID Consultant, etc.).

2 Apologies for Absence

Candida Goulden on behalf of MVDC (Observer)
No others received in advance; late notifications to be inserted in the final record if supplied.

3 Progress Since Feasibility Study – Update Report

Simon summarised key milestones: MVDC Cabinet endorsed BID Feasibility Report on 16 Apr 2025 with a £35,500 interest-free development loan. Leatherhead BID Ltd incorporated 14 May 2025 as a company limited by guarantee (max liability £1 per member). Metro Bank account opened 12 Jun 2025 (free banking up to £250k turnover per annum). WhatsApp group has been used for progress updates. Simon thanked Ben O'Connor & Sandra Grant for stepping in during his health issue in late 2024 during the feasibility stage of the project.

Action 3.1 – The board noted and approved the update report. SM confirmed the MVDC loan agreement was still with MVDC legal; Simon to circulate final version on receipt (see item 10).

4 Purpose of the Shadow Board – Paper 1

Board confirmed advisory remit: governance, scrutiny, stakeholder engagement and smooth transition to formal BID Board post-ballot.

Decision 4.1 – Paper 1 noted and adopted without amendment.

5 Shadow Board Terms of Reference – Paper 2

Key points reviewed: responsibilities, membership categories, min quorum (3), decision-making by consensus, MVDC observer role.

Decision 5.1 – Terms of Reference approved as drafted.

6 Shadow-Board Membership – Paper 3

Current roster confirmed. Simon stressed the need to widen representation: professional services (accountant / solicitor) and upper-floor / office occupiers. Board suggested companies in Swan/Leret House and Jackie Quinn who has an estate agency in Leatherhead.

Actions 6.1 – 6.3

1. All present members to complete Form AP01 to formally join the company board.
2. Members to propose and invite additional directors before July meeting.
3. Simon to liaise with MVDC to confirm observer representative.

7 Appointment of Chair & Vice-Chair – Paper 4 (4.1)

Chair: Richard Keel (re-affirmed).
Vice-Chair: Rachel Groom volunteered and was accepted by consensus.

Decision 7.1 – Appointments confirmed.

8 Meeting Schedule & Frequency – Paper 4 (4.2)

Agreement: monthly, preference for morning meetings (pre-noon, early-week) with ad-hoc workshops when deeper input required. Summer-holiday commitments noted; schedule to avoid peak leave wherever possible.

Action 8.1 – Simon to circulate draft meeting calendar (July–December 2025) for comment.

9 Governance Protocols – Paper 4 (4.3)

Quorum currently = 3 (aim = 5 post-ballot). Simple-majority voting; Chair has casting vote; MVDC non-voting. Sub-groups (finance, marketing, legal) to be authorised by Chair and project lead as required, most likely post-ballot.

Decision 9.1 – Governance Protocols endorsed.

10 MVDC Development Loan – Paper 5

Summary of key terms reviewed. Repayable only if ballot successful (via four annual instalments taken from MVDC levy collection). Unspent loan funds to be returned if ballot fails; spent sums written off. Delay in receiving final executed agreement from MVDC noted.

Action 10.1 – Chair & Director to sign-off loan when received as long as core conditions remain materially unchanged. Simon to circulate final document before July meeting.

11 BID Development Support & Budget – Paper 6

The Chair and Board thanked Matthews Associates Ltd for their work on the feasibility study and agreed unanimously to retain their services for BID development up to and up to one month post successful ballot. It was noted the £35,500 budget envelope aligned with MVDC loan. VAT registration: likely advantageous for reclaim of VAT; accountant advice to be sought.

Decisions 11.1 – 11.2
1. Consultant engagement confirmed.
2. BID development budget envelope (total all costs) confirmed at maximum £35,500

Actions 11.3
3. Simon to obtain VAT advice and report back to Board.

12 Work-stream Planning & Timeline – Paper 7

Ballot timetable update received from MVDC just prior to meeting: statutory clock counts back from ballot close. Therefore previous Gantt chart needs updating. Preferred plan:
- Notification of ballot suggested 17 October / deadline 20 October
- Dispatch ballots: suggested 31 Oct 2025 / deadline 3 November
- Ballot Open: 1 November
- Ballot Closes: 1 December 17:00pm
- Result: 2 Dec (Then 14-day legal stand-still)
- BID go-live: 1 Jan 2026

Board considered possible movement of ballot date, but concurred that launching the BID subject to a successful ballot on 01/01/26 was a logical launch point.
Board noted that revised dates allowed additional time over peak summer period (July-August) for preparation work prior to targeted engagement from September to ballot date.
Postal reliability concerns flagged, SM confirmed BID legislation requires postal vote. Dorking's ability to post ballots through Pippbrook letter box was questioned, SM to report back on this.

Action 12.1 – Simon to update Gantt chart and confirm final ballot logistics with MVDC.

13 BID Proposal – Legal vs. Best Practice – Paper 8

Simon outlined legal content (Local Government Act 2003 / BID Regs 2004) versus recommended best practice narrative (vision, KPIs, branding, levy rules).

Action 13.1 – Draft outline proposal to be circulated for future workshop.

14 Any Other Business

SM drew Board attention to appendices and requested Directors forms AP01 are filled out and returned as soon as possible. Board asked about the need for Directors & Officers insurance; Simon to secure quotes. WhatsApp updates to previous steering group to continue; agenda and minutes to be published online when website goes live.

Action 14.1 – D & O insurance options to July meeting.
Action 14.2 – SM would update the WhatsApp group

15 Date of Next Meeting & Close

Next meeting: Agreed for 30th July, 10:30am start, venue The Stockroom, Leatherhead.

Meeting closed at 15:35.

Consolidated Action Tracker

Ref	Action	Lead	Deadline
3.1	Circulate signed MVDC loan	Simon	As soon as signed
6.1	Submit AP01 forms	All current directors	05 Jul 25
6.2	Propose additional Board members	All	05 Jul 25
6.3	Confirm MVDC observer	Simon	05 Jul 25
8.1	Circulate draft meeting calendar	Simon	05 Jul 25
10.1	Sign MVDC loan agreement	Board + Simon	As soon as signed
11.3	VAT registration advice	Simon + Accountant	Pre- July meeting
12.1	Updated Gantt & ballot logistics	Simon	05 Jul 25
13.1	Outline BID proposal draft	Simon	30 July 25
14.1	D&O insurance quotes	Simon	July meeting
14.2	Steering Group WhatsApp updated	Simon	05 Jul 25