**Minutes of TPAS Cymru AGM**

**Tuesday 14th November 2023**

**5pm – Metropole Hotel**

**Attendance**

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| **Name**  | **Organisation** |
| David Wilton | CEO, TPAS Cymru |
| David Lloyd | Programme Director, TPAS Cymru |
| Martin Little | Finance Manager, TPAS Cymru |
| Iona Robertson | Business Support Officer, TPAS Cymru |
| Eleanor Speer | Projects & Events Co-ordinator, TPAS Cymru |
| Akshita Lakhiwal | Net Zero Engagement Officer, TPAS Cymru |
| Helen Williams | Engagement & Events Officer, TPAS Cymru |
| Emma Parcell | Chair, TPAS Cymru Board |
| Amanda Lawrence | Vice Chair, TPAS Cymru Board |
| Helen White | TPAS Cymru Board |
| Lynn Rowlands | TPAS Cymru Board |
| Adekanye Ifaturoti | TPAS Cymru Board |
| Julie Bedford | Independent Tenant |
| Cath Kinson | Newydd Housing Tenant |
| Mel Rayner | Caredig Tenant |
| Bill Hunt | Cartrefi Conwy Tenant |
| Mary Davies | Swansea Council Tenant |
| Vic Brown | Barcud tenant |
| Derek Hainge | Adra tenant |
| Conrad John | Gerflor |

**1. Opening welcome and address**

Emma Parcell, Chair welcomed all to TPAS Cymru’s 34th AGM. She noted that she was honoured to open the AGM - an event to provide an overview of performance and added that it’s a testament to the collective efforts of the dedicated team and unwavering commitment to excellence. The Chair went on to give a brief outline of the Agenda.

The first official item to address was to approve the Minutes of the previous AGM which were sent in advance to the attendees and approved by the Board in their first meeting after the last AGM. The Chair asked for a proposer and a seconder who were present in last year’s AGM.

*Proposed: Helen White Seconded: Bill Hunt This was unanimously agreed.*

The Chair acknowledged that times continue to be challenging and TPAS Cymru needed more than ever, as some of the big challenges such as cost of living crisis, damp &mould, affordable warmth etc can only be successfully tackled by tenants and landlords working together in mutual respect and cooperation.

She reminded the members that the AGM is for the period from 1st April 2022 to 31st March 2023. It was noted that the journey over the reporting period has been filled with both success and challenges, and an insight into the financial position, performance, and prospects will be provided.

The Chair expressed specific thanks to all TPAS Cymru members, Welsh Government, Wales & West Housing as the Lead Sponsor and Pobl as the Tenant Voice sponsor. She expressed her gratitude to those present at the AGM and added that they are the reason why TPAS Cymru exist as the tenant engagement experts in Wales and also the reason why we strive every day to deliver innovation, advice and great value to all stakeholders. She then handed over to David Wilton, CEO to give an overview of the Annual Report.

**2. The 2022-2023 Annual Report**

The CEO began by noting that TPAS Cymru emerged from the pandemic with real energy with the return of face-to-face events. New additional staff brought new energy and ideas with hybrid working and a mix of online/face to face events. In turn this has seen new events and new focus on communication outputs which has resulted in more positive interest from Welsh Government. He added that 2022/23 was the year when Elizabeth gave birth to baby Elijah, Lynn and Ade joined the Board and Iona celebrated her 25th Anniversary with TPAS Cymru.

The CEO noted that the flat funding from Welsh Government has been a challenge and only accounts for 40% of the total turnover. Income from membership accounts for 21% and the remaining 39% comes from training and consultancy work. As with every year, TPAS Cymru hopes and pushed for an increase from Welsh Government, and as yet, have not had confirmation of any funding for 2024-25.

**3. Delivery Update**

David Lloyd, the Programme Director gave an overview of event highlights during the year and added that the team were able to facilitate a lot more sessions, quicker whilst most were online. He gave details on the many information videos shared throughout the year as well as thanking all the organisations that had worked in partnership with TPAS Cymru to deliver some topical events. He concluded by giving some examples of work supporting & influencing Welsh Government & Sector Groups and Forums such as Renting Homes; Stakeholder Implementation Group; Regulatory Advisory Group; WHQS 2023; and Safer Buildings.

The CEO added that Tenant Pulse has excelled with excellent response rate. It’s success on Instagram has been noticeable with 22,100 people reached, and 33,000 people viewing the advert on the front page of their Instagram app. The age-range reached through the app was predominantly aged 25-35 (26.5%) and 35-44 (19.5%) which allowed TPAS to reach a different audience. Adverts also led to unexpected growth in our following and higher engagement rates. He concluded by noting that TPAS Cymru will be looking for media coverage for the coming year especially as Welsh Government continue to challenge TPAS Cymru with additional work.

*The Annual Report was unanimously approved**.*

**4. The Finance Report**

Martin Little, the Finance Manager this section of the AGM is an opportunity to examine the financial metrics and indicators that underpin the organisation's performance, stability, and growth prospects. He added that these statements are more than a collection of numbers; they represent the story of our financial health. They are a reflection of the Team’s ability to optimise resources: ensuring liquidity and maximizing profitability whilst managing risks proactively. This process of collective review not only strengthens transparency but also promotes better financial decision-making for TPAS Cymru.

The Finance Manager explained that the turnover clearly shows that the core funding remained flat, consultancy and membership are up, and events have rocketed thanks to an outstanding team effort in programme planning and marketing.

He gave a brief outline of costs, surplus, assets & liabilities and reserves. As a not-for-profit organisation, he explained that Q4 saw the organisation try to reduce the profit by offering a free north Wales event which will be built on going forward. He stressed that what’s important and positive is that TPAS Cymru remain debt free. Derek Hainge from the audience asked if TPAS Cymru would get financial assistance from Welsh Government in the unfortunate event of a shutdown. It was confirmed by the Finance Manager that they would provide 25% of the annual grant as a shutdown support but TPAS Cymru don’t solely rely on this and there are plans in place to invest the reserves.

The Finance Manager went on to explain that the Auditor, Haines Watts had provided 2 recommendations: sales and assets. The recommendation on assets was accepted but the sales recommendation was rejected due to TPAS Cymru’s operation. He explained that the Auditor also met with a few of the Board members and the Audited Accounts have been approved by the Board, signed by the Chair, and filed on Companies House.

In summarising, the Finance Manager stated the following 4 points: TPAS Cymru is well run with Board, Auditor and WG scrutiny; Our aim is to be less reliant on WG funding; Our costs are predictable, income reliant on WG and member support; and we know that in the unlikely event that we need to close, we have sufficient funds to cover all redundancies and contracts we have signed. The Chair asked for approval of the Finance Report.

*The Finance Report was unanimously approved*.

It was explained that usually at this point the Finance Manager would ask to approve the re-appointment of the Auditors for 2023-24. However, as there are some reservations about value for money of using Haines Watts and the fact that TPAS Cymru are exploring alternative structures for the organisation going forward, a full Audit Tender would be appropriate at that time. Therefore, it was asked to defer the appointment of auditors to the Board and to select the auditors that best suit the organisation for the next financial year.

*This was unanimously approved*.

**5. Board Update**

The Chair said it was a pleasure to say that Board is functioning well with good mix of skills and have good working relationship with the staff team with regular updates and discussions. She explained that the Board meet quarterly with an additional ‘away day’ at Christmas and reminded everyone, that it’s a voluntary board with no payments and each give their precious time freely to improve the work of TPAS Cymru, and for that she thanked them all.

The Chair that TPAS Cymru are looking to recruit 5 new Board members. Applications will be welcomed from people with both professional and 'lived experience' skills and there is no requirement to be part of the Housing Sector as we value wider knowledge in order to help ensure we continue to develop new ways of working and delivering positive outcomes. She added that once new board members are in place, discussions will take place to look at changing the organisation structure and governance to something more suitable that reflects the values and aspirations of TPAS Cymru. This could likely take the form of converting to a charity or community interest company. The Chair noted that board is also keen to see how we can create new tenant opportunities to become organised as a tenant voice to shape and influence Welsh housing.

To conclude, the Chair thanked the staff team for their unwavering work ethic. She thanked the current and past Board members and stated how much she is looking forward to meeting and working with new board members soon. The CEO gave special thanks to the previous Chair, Bill Hunt for 9 years of service on the Board and his support and good working relationship and especially during the difficult challenges of the pandemic and lockdown periods.

**6. Q&A**

The Vice Chair noted that there hadn’t been any questions presented beforehand and asked if there were any questions from those present. Mel Rayner was going to ask about the charity / CIC situation, but the question has already been answered. The CEO agreed that this is in hand but taking a lot longer than initially hoped. He added that the biggest challenge is whether it justifies all the time involved.

**7. Formal Close and Thanks**

As there were no other questions, the Chair closed the AGM by thanking all for attending. She also thanked the CEO, Finance Manager and Programme Director for their excellent, clear presentations and thanked the whole team for their continued hard work.

**Minutes drafted:** 14th November 2023

**Signed off by CEO and Chair:** 2nd Decemeber 2023