**Minutes of TPAS Cymru AGM**

**Tuesday 12th November 2024**

**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 | & Communications 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  |
| Daniel Hall | TPAS Cymru Board  |
| Sarah Mylchreest | TPAS Cymru Board |
| Dave O’Connor | TPAS Cymru Board |
| Daniel Hall | TPAS Cymru Board |
| Llinos Williams | TPAS Cymru Board |
| Cllr Kay Redhead | Cartrefi Conwy Tenant |
| David Perkins | ClwydAlyn |
| Herman Valentin | Wales & West Housing |
| Julie Bedford | Adra Tenant |
| Cath Kinson | Newydd Housing Tenant |
| Emma Newbury | Newydd Housing Tenant |
| Mel Rayner | Caredig Tenant |
| Bill Hunt | Cartrefi Conwy Tenant |
| Peter Deakin | Barcud Tenant |
| Barbara Turner | Flintshire CC Tenant |
| Tony Upfold | Ateb Tenant |
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| **Apologies** |  |
| Danielle Phillips | TPAS Cymru Board |
| Marcus Powell | TPAS Cymru Board |
| Les James | TPAS Cymru Board |

**1. Opening welcome and address**

Emma Parcell, Chair welcomed all to TPAS Cymru’s 35th 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 is needed more than ever, as some of the big challenges such as cost of living crisis, damp & mould, affordable warmth, mergers etc can only be successfully tackled by tenants and landlords working together in mutual respect and cooperation.

She reminded the members that the AGM covers the period from 1st April 2023 to 31st March 2024 which is 8 months ago. She added that the Board and staff firmly believe that the reports presented will not only demonstrate financial strength but also dedication to sustainable growth, the principles of a not-for-profit organisation and creating value for all those who place their trust in TPAS Cymru.

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 then handed over to David Wilton, CEO to give an overview of the Annual Report

**2. The 2023-2024 Annual Report**

The CEO reflected on the past year and noted the challenges with a mix of online and face to face events. He introduced the team and said how proud he was of them and reminded the audience that TPAS Cymru is a small team of 8 covering lots of work pan Wales. Staff and Board departures and new arrivals were shown on the screen. He added that the past year was the biggest Tenant Pulse year with 5 surveys held which provided lots of great outcomes.

The CEO noted that this was the first year in many that an uplift in Welsh Government funding was given and that it only accounts for 41% of the total turnover. Income from membership accounts for 21% and the remaining 38% comes from training and consultancy work.

**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 added that organising and running events is a real team effort from planning, advertising, taking bookings, delivery and follow up. As well as the pooled events, he noted that the team is also delivering a lot of in-house work and softer membership support / advice. David added that new events had been introduced after listening to suggestions from members and board members and examples of these were shown on screen. He added that one of the new events was the ASB Summit which was introduced following comments in one of the Pulse surveys. He concluded by listing the organisations that TPAS Cymru had partnered with and gave some examples of work supporting & influencing Welsh Government & Sector Groups and Forums.

The CEO gave overview of the Pulses held during the year and added that the tenants’ voice through these surveys really do influence policy changes. He gave details on the many information videos shared throughout the year and how they are well received on various channels. He concluded by noting that all videos are also stored on the TPAS Cymru YouTube channel.

*The Annual Report was unanimously approved**.*

**4. The Finance Report**

Martin Little, the Finance Manager noted that the financial statements have been prepared in accordance with applicable accounting standards and regulatory requirements, providing a comprehensive and transparent view of the company’s financial performance, position, and cash flows. He added that this year’s results reflect a challenging yet resilient financial landscape, a year of growth and innovation. Throughout this period, TPAS Cymru have remained committed to prudent financial management and strategic investment, ensuring the company’s capacity to adapt to evolving market demands while laying a solid foundation for sustainable growth.

Going forward, Martin noted that TPAS Cymru remain focused on driving value for stakeholders by delivering on strategic priorities, investing responsibly, and adapting to the dynamic economic & geo-political environment. There is confidence that the disciplined approach to financial management will support our growth ambitions and long-term value creation for stakeholders. He thanked the Board for their ongoing support and trust and added that the team is looking forward to continuing to deliver financial strength, transparency, and performance in the years to come.

Martin explained that the turnover is consistent and showed an income comparison table on screen. He gave a brief outline of costs, assets & liabilities and reserves and noted that the surplus for 2023-24 was 5K. 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 and purchasing new equipment.

Martin went on to explain that the Auditor, Haines Watts had provided 2 recommendations in relation to sales and wages. The recommendation on sales is tricky but a partial solution has been found, and this will be brought to the finance sub group to discuss. 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 Welsh Government scrutiny; The aim is to be less reliant on Welsh Government funding; Costs are predictable, income reliant on Welsh Government and member support; and there’s certainty that in the unlikely event that TPAS Cymru need to close, there is sufficient funds to cover all redundancies and contracts.

The CEO thanked Martin for the report and his excellent financial accounting throughout the year. 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 2024-25. However, as there are still 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 CEO informed the audience that TPAS Cymru have been looking at its structure. He explained that it became apparent during the lockdown that being a limited company by guarantee was not the best structure for TPAS Cymru as it hinders applying for certain funding. A great deal of research and work has gone into looking at alternatives, and the CEO, Finance Manager and the governance sub group are looking at two types of charity structure to determine which would work better.

**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.

Peter Deakin asked if there are any plans to promote Ian Walters’ regulatory standards for boards and tenants.  David Lloyd explained that Ian will be present the following day to run a workshop so may be able to provide some answers then.  David added that TPAS Cymru will share any further updates and information with tenants and members as we receive them from Welsh Government.

**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:** 12th November 2024

**Signed off by CEO and Chair:** 20th November