



## ANNUAL GENERAL MEETING

### MINUTES

Wednesday 25th of January 2023

PRESENT	INITIALS	POSITION	REPRESENTING
Michele Davies	MD	Chairperson	Windsor Jewellers
Amanda Webber	AW	Vice Chairperson	Wool, Pantri and Welsh Stalls, Aberdare Market
Angharad Walters	AWa	Treasurer	Aberdare BID Manager
Dawn Thomas	DT	Secretary	AM Bags and Shoes, Aberdare Market
Steve Jones	SJ	Director	Leas Jewellers
Darren Notley	DN	Board Member	RCT CBC
Jack Harries	JH	Board Member	Senedd
Karen Endicott	KE	Board Member	Baguette Express
Richard Collier	RC	Board Member	Bar No 20

IN ATTENDANCE	INITIALS	REPRESENTING	IN ATTENDANCE	INITIALS	REPRESENTING
Alison Webb	AWeb	Rug Stall, Aberdare Market	Rod Davies	RD	Windsor Jewellers
Martyn Challenger	MC	APEX Estate Agents	Daf Davies	DD	Windsor Jewellers
Gethyn Jones	GJ	Sgor	Gareth Brown	GB	Brown Davies Accountants

APOLOGIES	INITIALS	POSITION	REPRESENTING
Clare Prew	CP	Director	Shake, Waffle 'n' Cone
Joy Carter	JC	Board Member	Joys Flowers

AGENDA ITEM	DISCUSSION	AGREED ACTION	PERSON/ PEOPLE	BY (DATE)
<p><b>Welcome and Introductions</b></p>	<p>The new Board introduced themselves and their roles to all present. It was confirmed that Jim Bradley and Jonathon Bowen had resigned as Directors. The Chairperson acknowledged the contribution that the outgoing Directors had made during their tenure.</p> <p>It was confirmed that the following individuals had agreed to be, and been approved as, Directors and Board Members:</p> <p>Michele Davies – Chairperson  Amanda Webber – Vice Chairperson  Angharad Walters – Treasurer  Dawn Thomas – Secretary  Steve Jones – Board Member  Karen Endicott – Board Member  Richard Collier – Board Member  Jack Harries – Board Member  Darren Notley – Board Member</p>			



AGENDA ITEM	DISCUSSION	AGREED ACTION	PERSON/ PEOPLE	BY (DATE)
<p><b>Consideration of Final Accounts, Balance Sheets and reports</b></p>	<p>Gareth Brown from Brown Davies went through the 3- and 9-month profit and loss accounts from 1 April to 31 December 2022. He confirmed that Brown Davies had been approached by Jim Bradley to prepare the accounts in the Summer of 2022.</p> <p>GB advised that the previous accountant, Jefferson Rowe had provided a compliance service only. There was no meaningful management information (MI) produced to enable the Board to make decisions.</p> <p>He advised that Brown Davies had been asked to produce quarterly reports and MI to assist the BID in its operations.</p> <p>He also said that they had been tasked with “<i>look and feel</i>” but they were not clear what that was. He stated that this was the opportunity for the new Board to advise the accountants of what they wanted to improve the reporting and MI.</p> <p>From 1 April 2023 we can start with a clean slate, creating budget heads and categories so that the accounts were clear and transparent.</p>	<p>The Board will review heads of spend and create new categories to ensure transparency going forward</p>	<p>Board</p>	<p>31/03/2023</p>

AGENDA ITEM	DISCUSSION	AGREED ACTION	PERSON/ PEOPLE	BY (DATE)
<p><b>Consideration of Final Accounts, Balance Sheets and reports continued</b></p>	<p>This was also the ideal time to separate the BID accounts from the CORE Business Solutions Centre as this is causing confusion.</p> <p>It was confirmed that if the accounts were separate then the assets could be transferred to the CORE or remain with the BID. If the CORE closes, the assets would move to the BID's balance sheet.</p> <p>GB advised that as a Not-for-Profit company, the idea is that the BID accounts are at net zero at the end of the financial year (31 March).</p> <p>Due to the confusion that exists over the CORE Business Solutions Centre (BSC) as an entity, and its relationship to the BID, an explanation of the background to the CORE was provided for all present.</p>	<p>Accounts will be separated from 1 April 2023.</p>	<p>GB</p>	<p>31/03/2023</p>
<p><b>Consideration of Final Accounts, Balance Sheets and reports continued - focus on CORE Business Solutions Centre</b></p>	<p>It was explained that the CORE was funded through the Community Renewal Fund (CRF). Cwmpas submitted an application for £500k to the CRF to develop the centre. This was deemed to be unique within the boundaries of RCT. It was a tri-partite arrangement with the Wales Co-Operative (now Cwmpas), the BID and Purple Shoots. The BID was involved as this was a strategic project.</p>			

AGENDA ITEM	DISCUSSION	AGREED ACTION	PERSON/ PEOPLE	BY (DATE)
<p><b>Consideration of Final Accounts, Balance Sheets and reports continued - focus on CORE Business Solutions Centre</b></p>	<p>It was explained that the CORE was funded through the Community Renewal Fund (CRF). Cwmpas submitted an application for £500k to the CRF to develop the centre. This was deemed to be unique within the boundaries of RCT. It was a tri-partite arrangement with the Wales Co-Operative (now Cwmpas), the BID and Purple Shoots. The BID was involved as this was a strategic project.</p> <p>The purpose of the CORE BSC is to benefit existing businesses in the town, to encourage new businesses into the town and to develop an ethos of prosperity. It is a work in progress; the CRF is funding it as a “test bed” for 2 years to see if it is working.</p> <p>It was explained that because of the way the CORE was established, OAB Limited is the legal entity. The CORE is not costing BID levy payers anything; the landlord has allowed a rolling contract until a decision is made on the future of the CORE.</p> <p>Concerns were raised over the expenditure attributed to the fixtures and fittings of the CORE BSC. The Chairperson confirmed that previous expenditure and its allocation would be the subject of a review over the coming months.</p>			

AGENDA ITEM	DISCUSSION	AGREED ACTION	PERSON/ PEOPLE	BY (DATE)
<p><b>Consideration of Final Accounts, Balance Sheets and reports continued - focus on CORE Business Solutions Centre</b></p>	<p>At the end of the 2 years of funding, there are 3 possible outcomes:</p> <ol style="list-style-type: none"> <li>1. The CORE is self-sufficient and making enough income to operate as a business without grant funding;</li> <li>2. If it is not self-sufficient there are opportunities to apply for further grant funding to continue with its work;</li> <li>3. It closes</li> </ol> <p>If income does not start to be generated then the BID needs to make a decision on whether the CORE continues or closes. Cwmpas is looking at bringing Business in Focus in to the CORE.</p> <p>Levy Members present said that they have been seeking clarity on moving to the CORE and the costs; which have not been forthcoming. It was explained that it was difficult at this juncture to provide clarity on pricing or certainty on leasing space due to the funding position.</p> <p>It was felt that it would be a shame to close the CORE as we could re-launch it and market it properly and apply for further funding.</p>	<p>The Board needs to review the CORE and make a decision on its future and determine funding streams</p>	<p><b>Board</b></p>	<p><b>28/02/2023</b></p>

AGENDA ITEM	DISCUSSION	AGREED ACTION	PERSON/ PEOPLE	BY (DATE)
<p><b>Consideration of Final Accounts, Balance Sheets and reports continued</b></p>	<p>GB confirmed that 100% of levy income was c£74k per annum.</p> <p>It was confirmed that the BID had not spent too much of this income over the last 3 years. The BID provides an important vehicle to generate more income through grants and other funding streams.</p> <p>The Chairperson confirmed that going forward, any requests for grants from the BID would be the subject of a formal application with a project plan explaining what the grant would be spent on so that there was complete transparency over expenditure. Each application would be monitored by the Board and all invoices and receipts must be presented to the BID.</p>			
<p><b>Annual Update from BID Manager</b></p>	<p>The BID Manager presented her report and advised that in the short time since she had been in post, she was proud of what the BID Team had achieved.</p> <p>It was acknowledged that there was a lot of learning on all sides and that this would be taken forward in a proactive manner.</p>			

AGENDA ITEM	DISCUSSION	AGREED ACTION	PERSON/ PEOPLE	BY (DATE)
<p><b>Annual Update from BID Manager continued</b></p>	<p><b>STAKEHOLDER RELATIONSHIP BUILDING</b>  Considerable progress has been made in building relationships with key stakeholders; there is still a long way to go and the Board agreed that we are all Ambassadors of the BID and that it was a key part of our role to engage with levy payers, the community and other stakeholders alongside the BID Manager.</p> <p><b>COMMUNICATION AND ENGAGEMENT</b>  AWa explained that communication and engagement, given the size of the geographic area of the BID and the number of businesses in it, was difficult which is why everyone on the Board needed to become involved – we are committed and need to get the message out there and make Aberdare the best it can be.</p> <p>Communication can be difficult as people do not read their emails and some do not use social media and we need to explore alternative methods of communication.</p> <p><b>DEFIBRILLATORS</b>  AWa advised that the BID was assuming responsibility for defibrillators throughout Aberdare. In Treorchy, there is a defib every 500 metres and we should aspire to this, to make Aberdare a safer place.</p>	<p style="text-align: center;"></p> <p>Board to engage with businesses and the Community. A “Meet the Board” event was suggested.</p> <p style="text-align: center;"></p> <p>Progress to a report to the Board with costings and locations</p>	<p>All</p> <p>AWa</p>	<p>Ongoing</p> <p>31/03/2023</p>



AGENDA ITEM	DISCUSSION	AGREED ACTION	PERSON/ PEOPLE	BY (DATE)
<p><b>Annual Update from BID Manager continued</b></p>	<p><b>LOOK AND FEEL</b> It was agreed that although they look nice, the plant pots are subject to vandalism and abuse.</p> <p>Hanging baskets will be placed throughout the town in 2023.</p> <p>The Board is already in liaison with local organisations about providing the baskets</p>	<p>Plant pots will be moved to areas away from youth congregation areas</p> <p>Hanging baskets and brackets will be sourced, erected and cared for</p>	<p>AWa to arrange</p> <p>AWa to arrange</p>	<p>28/03/2023</p> <p>31/05/2023</p>
<p><b>Regeneration Strategy</b></p>	<p>DN outlined the Council's approach to the Regeneration Strategy for Aberdare. Instead of presenting a strategy draft strategy for consultation which is the traditional approach, the Council has engaged with a range of stakeholders in a number of different ways. A survey has been undertaken (c600 responses), workshops and focus groups have been held.</p> <p>The feedback from the consultation has been used to draft a report that will be represented to Cabinet to seek its agreement to develop the strategy.</p> <p>The report will be available on the RCT website when it goes to Cabinet.</p>			

AGENDA ITEM	DISCUSSION	AGREED ACTION	PERSON/ PEOPLE	BY (DATE)
<p><b>A New Start</b></p> <p><b>Board Accountability</b></p>	<p>There is a national recognition now of the power of BIDs and how they can spearhead the improvements in their areas.</p> <p>This is now a perfect time to reset and refresh – it is a new start for Our Aberdare BID. We will work on a new logo and dynamic website and communications strategy.</p> <p><b>Board Accountability</b></p> <p>The BID Board, through its directors, is accountable and responsible for how the contributions paid by Levy Members are spent and the Board exists to represent the views of levy members.</p> <p>The Vice Chairperson acknowledged that coming on to the Board as a Director can appear to be a daunting ask, but we need committed and skilled people to join the Board as Directors and members so that we can spread the word and make Aberdare great again.</p> <p>The the Articles of Association recommend that there are 10 Directors and that they rotate on a 3-yearly basis. Directors and Board Members can step down at any time.</p>			

AGENDA ITEM	DISCUSSION	AGREED ACTION	PERSON/ PEOPLE	BY (DATE)
<b>Role and Responsibilities of the Board</b>	<p><b>Role and Responsibilities of the Board</b></p> <p>The Board members are equally responsible in law for governance. They are collectively responsible for ensuring that the organisation remains faithful to its purpose. The Board members will lead by:</p> <ul style="list-style-type: none"> <li>• Ensuring organisational purposes and rules set out on the governing document remain relevant and valid</li> <li>• Setting and upholding the vision, values and reputation of the organisation</li> <li>• Understanding and fulfilling its legal duties</li> <li>• Ensuring stewardship of assets</li> <li>• Ensuring appropriate organisational structures are in place</li> <li>• Understanding the organisation’s operating environment</li> <li>• Developing and agreeing a long-term strategy</li> <li>• Reviewing and overseeing the work of the organisation in the interests of its stakeholders</li> </ul>			

AGENDA ITEM	DISCUSSION	AGREED ACTION	PERSON/ PEOPLE	BY (DATE)
<p><b>Role and Responsibilities of the Board continued</b></p>	<p><b>Difference between Directors and Board Members</b></p> <p><b>Directors</b></p> <ul style="list-style-type: none"> <li>• Are registered on the Companies House website</li> <li>• have voting rights on decisions</li> <li>• have limited personal liability of £1</li> <li>• have specific and complementary skills, experience and knowledge to support the Boards responsibilities and to ensure its efficacy.</li> </ul> <p><b>Board Members</b></p> <ul style="list-style-type: none"> <li>• are invited to attend meetings</li> <li>• are not registered on Companies House</li> <li>• do not have voting rights</li> <li>• do not have any liabilities</li> </ul> <p>All present were asked to consider putting themselves forward as Directors or as Board Members and their request would be considered by the Board.</p>			

AGENDA ITEM	DISCUSSION	AGREED ACTION	PERSON/ PEOPLE	BY (DATE)
<b>Any Other Business</b>	<p>In closing, the Chairperson thanked everyone for a positive and uplifting meeting. The contribution of the former Board Chairperson was acknowledged.</p> <p>She said that as a new Board we wanted to be:</p> <ul style="list-style-type: none"> <li>• innovative</li> <li>• engaging</li> <li>• transparent</li> </ul>			
<b>Date of Next Board Meeting (closed to Directors)</b>	<b>Wednesday, 1 February 2023</b> <b>17:30</b> <b>CORE Building</b>		Directors and invited Board Members only	