

Thornbury and District Community Association

Annual General Meeting

Thursday 11th November 2021 - 7:30 pm in the Buckingham Room at The Chantry

Members and guests present

Members

Pete Oddy
Yvonne Oddy
Dave Derham
Chloe Baker
Jane Robins
John Snowden
Robert Gerrard
Janet Lamb
John Rowden
Kevin Carter
Chris Willmore
Mike Baker
Chris Davies
John Watt
Graham Morris
Tracy Bees
Elly Mc Donald

Guests

Jennifer Darton (Employee)

1. Apologies for absence

Stan Goodwin

Dave Derham opened the meeting and introduced himself as Chairman, Graham Morris as Vice-Chairman and John Snowden as Treasurer.

2. Minutes of 2019 AGM

Dave Derham read out the key points from the minutes of the previous AGM in 2019. These were unanimously agreed to be an accurate record of the previous meeting and no objections raised.

3. Matters arising from previous minutes

- Governance for Trustees - Stan Goodwin did attend the Governance for Trustees workshop in September 2019 and as follow up Helen Black from CVS gave a presentation at the TDCA Trustees meeting in December 2019.

Helen gave a brief overview of CVS and their history. A discussion took place about TDCA's current legal structure and the need to update this as well as the constitution.

Helen presented the benefits of becoming a CIO (Charitable Incorporated Organisation), the most significant of which is the removal of personal liability from Trustees.

- Fireworks night complaint for over attendance in 2018. This issue has been resolved with the use of online ticketing for the 2019 and 2021 fireworks events.

4. Chairman's report

Dave Derham presented the following report:

We were unable to hold an AGM last year due to the pandemic, so I need to cover what has happened since July 2019.

Where were we in July 2019?

As covered in the summary of the previous minutes, we were facing a large number of challenges.

The reality is that these issues collectively posed a very serious threat to the viability of the Chantry.

Poor facilities, inefficient admin systems and a lack of business development focus

- > lower usage of the facilities
- > lower level of income
- > fewer funds to invest in improvements etc.
- > Inevitable failure.

Implementing the plans from the January 2019 strategy meeting was critical to survival, but more importantly to growth and complete re-invigoration of the Chantry.

Despite losing both admin staff and needing to recruit 2 new ones, by the time of the last AGM in July 2019 we had started to implement the improvements and changes:

1. The renovation of the windows in the main building was completed - first step of the energy conservation plan
2. Refurbishment of the bar room (now Slymbridge Room) was completed
3. The attics were cleared ready for insulating
4. On-line ticket sales was set up for events

5. People were recruited for formal locking up procedures to ensure security of the buildings at night
6. Debtors situation was massively improved by focusing on collecting money as soon as it becomes due

What have we achieved since July 2019 and up to June of 2021:

1. Prior to the Covid outbreak, occupancy had risen and core rental/lease income in 2019 was up by 4.6%
2. Invested time in building appropriate relationships to maximise our income from grants.
3. With the help of the new admin staff we have streamlined and simplified administration procedures to reduce unnecessary bureaucracy and improve customer responsiveness.
4. Totally updated the office systems infrastructure with new PC's, office applications and robust backup mechanisms
5. Surveyed the available systems and implemented a new cloud-based accounting system
6. Implemented very active use of social media to attract new customers and promote existing groups/events
7. Surveyed the available options and implemented an on-line room booking/invoicing system
8. Built a new website which integrates the ticket sales and room availability/booking systems
9. Reviewed the way that Annual Reports were being produced and put in place a new procedure for producing simplified reports which significantly reduces labour and cost.
10. Renovated the main building entrance lobby
11. Fitted new signs to the entrance walls and lobby
12. Re-marked out the car park to give better safety and easier parking
13. Completed a total renovation of toilets in main building (grant obtained from Enover Community Trust with 3rd Party contribution from Friends of the Chantry and Fireworks Night)
14. Fitted 300mm of insulation in all main building attics (well above building regulations standards) - phase 2 of energy conservation plan
15. Repaired failed render and repainted of exterior of main building and outbuilding in garden (paid for from our own reserves)
16. Completed the full system design of Central heating system (free of charge by a retired consultant) and carried out the installation of new heating systems in the main building and Coach House - the 3rd stage of the energy conservation plan. (Grant obtained from S.Glos. council / Section 106 funding)

In doing the above, we had completed all of the actions we agreed in the January 2019 Strategy Meeting as well as a significant number of additional projects.

Clearly, we were given an additional huge challenge early last year with the arrival of Covid.

This could have resulted in major damage to the organisation, but we were able to respond very quickly and cut back all non-critical expenditure. We immediately had discussions with the staff and they demonstrated huge flexibility and put the future of the Chantry ahead of their personal financial needs. I cannot praise them enough for this.

I would particularly like to thank Jennifer for her fantastic support during this difficult time - we would have really struggled to survive the pandemic without her.

In June of this year, following easing of Covid restrictions, the Trustees held a second Strategy meeting to review where we are and to agree the next set of priorities.

The key projects identified were as follows:

Priority level 1 - safety issues

- Install a fire detection and alarm system in the Coach House
 - This has already been completed and paid from reserves
- Fix/replace current lighting in the car park and garden. Add lighting to all entrance doors
 - Most of the work has already been carried out and the project will be completed by the end of this month.
- Replace the fire escape exit door from the conservatory (bespoke joinery required)
 - The door has already been made and fitted

Priority level 2 - urgent renovation requirements

- Renovate the conservatory
 - Work has started and everything apart from the external render repairs should be finished by Christmas. A grant of £6,000 has been obtained from S.Glos Council / Section 106 funding.
- Repair and paint the road-side windows in the Coach Hall
 - This work is in progress and will be completed within 2 weeks. This will largely be funded by a grant from the Coop Community fund.
- Refurbish the Coach House toilets
 - The design and specification work has all been completed and all major components have been ordered. Quotes have been agreed

with the relevant tradesmen. Work is currently scheduled to take place in December.

Priority level 3 - important cosmetic improvements

- Make good damage caused by installation of heating systems
 - Mostly already carried out in the main building
- Decorate the Main House hallway
 - Not yet planned

Priority level 4

- Replacement of Costume store windows
 - Work underway on the fabrication of the first window.
- Replacement of Hallway carpet
 - Not yet planned
- Redecoration of the Lounge (which would be part of a function hire package)
 - Not yet planned

Outstanding challenges

1. We need to continue to raise occupancy to make the Chantry sustainably self-financing
 - we will continue to develop and action a proactive business development plan.
2. We want to generate income from private functions and make the facility available again for such events.
 - a working group has been set up to examine all aspects of this.
3. Shortage of trustees and volunteers.
 - this remains a significant challenge and a potential threat to the existence of the Chantry.
4. The constitution of the Association is unfit for the current purposes and the legal structure of the charity needs to be changed.
 - this is in hand.

Summary

By the end of this year I believe that we will have addressed all of the life-threatening issues which faced the Chantry 3 years ago. As a result, the Chantry not only has a secure future but it should be a growing hub of activity for the community. This is particularly relevant with the closure of the Armstrong Hall.

We will soon be in the fortunate position where our efforts can be directed at the relatively simple task of redecorating the rooms and communal spaces. Our aim is to make the Chantry a beautiful building inside and out, which people look forward to visiting.

As you will learn from the Treasurer's report we have been able to achieve all of the improvements whilst maintaining a very strong financial position.

Over the next year we will be focusing a lot of effort on increasing the customer base and usage of the Chantry by appropriate community groups and events. Based on the results we have already seen, I am confident that we can make significant improvements. My personal goal is to get us to a position where we are not dependent on grants for survival and we are generating enough income to maintain the Chantry in a beautiful condition.

Our biggest challenge and long-term threat remains the need for new Trustees and volunteers. We will be very grateful for any positive ideas and help in this regard.

Questions/feedback/issues: -

- Kevin Carter asked if there would be a disabled toilet installed in the Coach Hall as part of the toilets re-fit. Unfortunately there is no space to accommodate a disabled toilet. Rob Gerrard asked if this raises any legal issues. There is a disabled toilet in the main house for all users of The Chantry to use and this satisfies our obligations.
- Graham Morris pointed out that the removal of the inner front door has aided access into the main house.
- Tracy Bees from Jo Jingles asked about baby changing facilities in the Coach Hall toilets renovations. There will be a baby changing table installed in the Ladies toilets and there are currently baby changing facilities in the disabled toilets in the main house.
- Tracy Bees from Jo Jingles raised a concern about the hot pipes in the Buckingham room when the heating system is in operation. This issue will be passed to the office team to resolve.
- Tracy Bees from Jo Jingles raised a concern about loose flooring by the fire exit in Buckingham room. This issue will be passed to the office team to resolve. It was mentioned to all attendees that any maintenance or safety concerns should be raised to the office/caretaking team upon occurrence.
- Rob Gerrard asked about disabled access to the Coach Hall. Due to the layout and structure of the building it would not be possible to install a stair lift. It was pointed out that the Coach Hall is the only room in both buildings which is not accessible by wheelchair or stair lift.
- Kevin Carter expressed thanks to Dave Derham and team for the work done on the improvements to the buildings and business systems at The Chantry.

5. Treasurer's report

The 2020 accounts were available at the meeting and were emailed out prior to the meeting.

John Snowden as Treasurer gave the following summary:

Financial Year 2019

Key points

The financial year of 2019 was essentially 'a normal year', i.e., pre-pandemic. The key figures from the accounts are as follows:

Normal operating income (rents and leases) was £56,930.

Normal Operating costs were £60,062, the main components being wages at £35,635, and essential services of electricity/water/rates/telephone/Insurance at £13,157.

The core business of renting out space was therefore running at a loss of £3,132.

A net operating profit of £6,007 was however achieved via the generation of £2,454 income from bar and catering activities, plus the receipt of the following Unrestricted grants and donations:

- Thornbury Town Council £4,100
- Tesco £2,585

Significant Restricted grants and donations were also received:

- Enover Community Trust £3,863 (Sash window renovation)
- Co-op £1,169 (General renovations)
- Tesco £1,000 (Insulation of the attics)

The following significant improvements and maintenance were carried out during the year:

- Renovation of Bar Room £7,892
- Window Refurbishment £7,463
- Toilet Refurbishment £1,032
- Heating Repairs £1,000

Debt Management

At the end of 2019, the amount due on late unpaid invoices beyond the normal payment window was £3,740 - a significant reduction from the figure of £7,000 recorded in 2018.

Overall Financial Movement

Taking all activities into account, expenditure during 2019 exceeded income by £8,046, but a very significant margin over minimum reserves was maintained.

Reserves

Free reserves at the end of 2019 were £45,493, which represents 253% of the agreed minimum reserve level of £18,000.

Financial Year 2020

Key Points

The financial position of TDCA was severely affected by the Covid-19 pandemic and associated lockdown restrictions, which effectively prohibited the gathering of community groups from April onwards. Income from the core business of room rentals and leases was £29,055 which represents a reduction of 49% over 2019. This reduction in income was offset to a significant extent by the support from Thornbury Town Council, plus Covid-related support income from the government and South Gloucestershire Council, which totalled £30,469 (see below).

Total operational support costs, which include a contribution to the significant costs of long-overdue maintenance of the building, rose by £9,479, an increase of 15%. Wages totalled £32,276, with essential services at £12,138. Unrestricted grants received were as follows:

- Thornbury Town Council £4,100
- Covid-19 South Glos. Council £12,001
- Covid-19 Job Retention Scheme £14,368

Significant Restricted grants and donations were also received:

- South Glos. Council / Section 106 £59,698 (Heating system replacement)
- Enover Community Trust £25,200 (Toilet refurbishment)
- South Glos. Council and Quartet £1,400 (Rendering/painting)

The following improvements and maintenance were carried out during the year:

- Main building toilet refurbishment £27,995
- Heating systems replacement £53,182
- Rendering and painting of building £13,975

Debt management

At the end of 2020, the amount due on unpaid invoices beyond the normal payment window was £501. This figure represents a massive improvement on recent history.

Overall Financial Movement

There was an overall operational deficit of £5,034 in this exceptional year. This figure would have been much greater had it not been for the Unrestricted grants and donations.

Reserves

The reserves policy remains unchanged from that agreed by the Trustees in 2019, i.e., an un-restricted reserve figure of £18,000. Free reserves at the end of 2020 stood at £41,254.

Summary

The financial years 2019 and 2020 have seen very significant challenges and developments in the financial position of TDCA. The enormous work put into securing additional grant funding for long-needed refurbishment of the building, along with better control of invoice payments has resulted in a significant improvement in fundamental financial stability of TDCA going forward, and healthy reserve margins. Continued vigilance will clearly still be required however, as the on-going effects of the pandemic emerge.

Thank you to Dave Derham for the great job done on sourcing grants for the heating and toilet projects completed in 2020.

No questions, feedback or issues raised to treasurer.

6. Approval of Accounts

The accounts for 2020 were approved unanimously.

An independent examination of the 2020 Accounts was carried out by Michael Bowles (recommended by CVS South Gloucestershire)

7. Election of Trustees

John Snowden resigned from his position a trustee and treasurer.

The following people were willing to stand again as Trustees:

Graham Morris, Dave Derham, Pete Oddy, Yvonne Oddy, Chris Davies and Stan Goodwin.

Their re-election was unanimously supported by the members present. Graham Morris, Chris Davies and Stan Goodwin were re-elected. Since Dave Derham, Pete Oddy and Yvonne Oddy live outside the "area of benefit" designated in the current TDCA constitution, they need to be co-opted at the next Trustees meeting.

Dave Derham said that he would be willing to continue his role as Chairman.

Graham Morris said that he would be willing to continue his role as Vice-Chairman.

These two roles will be confirmed at the next Trustees meeting in accordance with the TDCA constitution.

New Trustee – Chris Willmore volunteered to become a trustee for a year to assist with the CIO process if the process is agreed (to be discussed later in the meeting).

8. Election of Treasurer

John Snowden resigned from his position as Treasurer and thanks was given for his work and time put into The Chantry in his role as Treasurer and trustee.

There were no new volunteers willing to stand for the role of Treasurer. Dave Derham said that he would be willing to fill the role on an unofficial basis until a replacement can be found.

9. Appointment of Financial Examiners

Dave Derham proposed the continued use of Michael Bowles as the independent examiner for the 2021 Accounts. This was seconded by Graham Morris. The motion was unanimously agreed.

10. Proposal to convert the Association to a Charitable Incorporated Organisation (CIO)

Chris Davies gave an overview of the history of the set up and status of the community association. TDCA was set up in the 1960's by a number of community groups. The constitution was constructed around the principle of "member groups" which no longer exist. There are many other aspects of the original constitution which no longer fit the current operation and management of the Chantry.

The proposal the trustees made was for the governance of TDCA to move from an unincorporated association to a corporate body – a Charitable Incorporated Organisation (CIO). Chris explained the reasons for this proposal and what is involved.

Charity Commission – Help/Checklist to guide through the conversion process to a CIO.

Current Issues/concerns: -

- Custodian Trustees own the building on trust and there are currently 2 trustees. We may need to find additional new custodian trustees.
- The current unincorporated charity cannot enter into contracts and therefore individual Trustees are liable for any undertakings. (Chris Willmore commented)
- Disadvantages
 - Formal process but is the right way forward
 - Lots of paperwork/time involved in the process

- The buildings are the key assets of The Chantry. In the event of closure of the organisation, the buildings would be sold and funds would go to a similar/compatible charity such as Armstrong Hall or Turnberries. Such a process would be managed by Charities Commission.

The new CIO would be fully set up before assets are moved over and the current association is closed.

The following resolution for pursuance of converting to a CIO was put forward by the trustees:

"the trustees shall take all necessary measures to create a CIO which will ultimately replace the current unincorporated charity. The replacement constitution will retain the key aims and objectives of the organisation and will not change the relationship that the charity has with users of the Chantry facilities. The constitution will align to the way the organisation currently operates.

Following the creation of the CIO on those terms, a General Meeting will be held to finalise the transfer."

Questions/Queries:-

- Rob Gerrard asked for confirmation of the order of the process. This would be as follows:
 1. New constitution/company
 2. Set up CIO
 3. Close old charity/association
- John Watt asked about the possible timescale. The plan is to complete the conversion in a year.
- Dave Derham pointed out that it can take a long time to get a new charity bank account set up.
- It was confirmed that any existing lease agreements and contracts will be carried forward with no material changes to terms and it was agreed by the trustees that the resolution may be voted upon on the basis of this commitment.

Graham Morris proposed the resolution, it was seconded by John Watt and there was a vote by all attendees of the meeting. The resolution was unanimously agreed by all attendees.

Following the agreement for the CIO conversion, Chris Willmore volunteered to become a trustee for a year to assist with the CIO process and help support Chris Davies. As Chris lives outside the "area of benefit" defined in the current TDCA constitution, she will be co-opted at the next Trustees meeting.

11. Any other business

- Janet Lamb (Art +) – raised concern over the cleanliness of the kitchen and the staircases in the main house. These comments will be passed to the office/caretaking team.
- Rob Gerrard asked if the bar is to be reopened. Dave Derham responded that following the closure of the Social Club several years ago and the involvement of the Charities Commission, the bar can only be used for functions and events, and this assumes that appropriate staffing can be found.

There were no more points raised and the meeting was closed.