



Minutes of the Annual General Meeting

Held: on Friday 27th September 2024 at 10.00am by ZOOM

Present:

Members: Amanda Rees, Babs Lewis, Bethan Webber, Catherine Evans, Chris Hall, Damian Bridgeman, Daniel Roberts, David Jenkins, David Madge, Derek Walker, Gareth Yoeman-Evans, Jeff Andrews, Jocelle Lovelle, John Chown, Kath Griffiths, KC Gordon, Laura Phillips, Marquis Caines, Mike Cowley, Mike O'Hara, Mike Williams, Nisreen Mansour, Sarah Beal, Serena Allen.

Non-Members: Akshita Lakhiwal, Andrew White, Carmel, Paul Seymour, Sarah Evans & Ward Coster.

Members not in attendance but having submitted a proxy voting form:

Grahame Sturges, Nigel Keanes, Glenn Bowen, Donna Coyle and Claire White

Minutes: Sarah Beal, Governance Co-ordinator.

1. Chair's welcome and opening remarks

Richard Hughes welcomed everyone to the meeting, his first as chair. It had been a year of some turbulence and change but Cwmpas' positive impact and results stand as a testament to the hard work and passion of the team. He was very proud of the resilience of the organisation and how Cwmpas has responded to and embraced some of the challenges faced during the year. He touched upon some of the notable milestones during the year such as the DCW team's management of the proposed Budget adjustment and also successes in responding to the Shared Prosperity Fund opportunities.

RH thanks fellow board members for their contribution to robust governance and value-led management approach over the period taking a moment to acknowledge the four Board members who had stepped down from their Cwmpas role: Nigel Keanes, Grahame Sturges, Angharad Dalton and Jeff Andrews. He also took a moment to congratulate Bethan Webber on steering the organisation through this eventful year.

2. Apologies for absence.



Apologies had been received from Kit Wilson (Board Member), David Smith, Karen Wilkie and Terry Chin.

3. Guest Speaker – Andrew White, Director of Wales National Lottery Heritage Fund.

Andrew started by introducing himself, explaining a little about his own personal connection with post-industrial Wales and how this contributed to his passion for the Welsh language and how his lived experience colours his understanding of the value of heritage and what it means to people here.

The National Heritage lottery has invested half a billion pounds into Welsh projects and he feels very strongly that this investment should support heritage which is of and for everyone now, and on into the future. The role of volunteers and local communities came across strongly, these projects are not simply about protecting buildings, but are living history and a part of the current community eco-system.

The National Heritage Lottery fund has recently published its new, longer-term (10 year) strategy which links to both individual projects but also places. There is a greater emphasis on building partnerships and the investment framework itself incorporates environment, EDI considerations (Equity Diversity and Inclusion) and crucially requires that investments demonstrate how they will be sustained in the future.

Andrew described some of the extremely exciting projects completed over the last year or so including the Swansea Food Heritage project, the volunteer-led Jewish and LGBTQ+ trails in Llnadudno, Windrush Cwmru and the Caera Ely Hillfort (a 6000 year old site of international significance) to name but a few.

Andrew concluded by asking the people present to always consider “who is in the room” and “who is not in the room” with a view to working more inclusively and sustainably. Considering from a “How to reach” rather than a “hard to reach” perspective.

4. Minutes of the 2023 AGM

There were no matters of correction raised. The minutes were accepted as accurate and a true record by the membership.

5. Matters arising from the minutes of the 2022 AGM.

There were no matters arising.



6. Secretary's report (impact report)

Bethan Webber walked the membership through the main highlights and challenges expressed in the impact report for 2023-24, a time of great change for Cwmpas.

The entire sector has been faced with challenge this year, global events, domestic political factors, pressure on and restructure of funding. Sadly the Chwarae Teg closure illustrated the necessity of resilience and structuring the organisation to respond to the changing conditions. Cwmpas aim to use the difficulties as a catalyst, for example putting in place a new Business Growth function to identify the opportunities to grow out of this crucible. There is definitely a need for solutions for the greater good.

Bethan described some of the key operational and project achievements across Cwmpas including; the transition from SBW European funding to the new Consortium-led SBW-2 programme; the transformation of the DCW project following the proposed budget amendments at Christmas 23 (subsequently withdrawn) with over 30 thousand people supported to get online; the outstanding success of the Employee-Ownership team who have reached the Welsh government targets 2 years ahead of schedule as well as many more.

Cwmpas has the ambition to grow our impact and build a movement for change. We are actively engaging partners, sector colleagues, government and stakeholders to move forwards. The dedication and values of the staff team being an absolutely crucial component of our success. 93% of staff are proud to work for Cwmpas.

Bethan fielded questions. She confirmed that the name change seems to have been a success, providing an opportunity to diversify and broaden our appeal. Someone asked for her views on the Macora Law (which is being considered in Westminster as a possible mechanism for encouraging employee ownership) she is broadly in support although there is work to be done to understand the likely technical application and consequences for funding. She welcomed the opportunity to explore in greater detail offline and also commended the planned "Wellbeing Economy Festival Ideas" in November to the membership.

7. Presentation of 2023-24 Audited Accounts

Cwmpas' Treasurer, Jeff Andrews, presented the 2023-24 accounts for the final time. It had been reviewed by the Risk and Audit Committee (with the Auditor present) and endorsed by the Board.



Jeff confirmed that Cwmpas was presenting a set of clean and unqualified accounts with a turnover of £6.9M for the year, a surplus of £56K and finishing the year with a strong set of reserves of around £1.2M. The accounts provide a positive picture, indicating Cwmpas' ability to remain a going concern in the future.

The year-end statement was consistent with the management accounts provided during the year which goes a long way to encouraging confidence in the financial governance of the organisation.

Jeff thanks and congratulated Jo Bolton the Director of Finance and Resources who had left Cwmpas in May, Paul Seymour who has been providing interim cover in this role and the finance team as a whole for their hard work and a successful audit.

Jeff took a moment to speak about his 35 year involvement with Cwmpas (the erstwhile Wales Co-operative Centre) and the many excellent Board Members and staff members that he has worked with.

There were no questions, the membership received the Accounts.

8. Election of Directors

Richard Hughes advised the members that there were four vacancies and three candidates. Members had had the opportunity to review the candidate's bios, no queries or concerns were raised with respect of the prospective Board Members.

Sarah Beal confirmed that the membership numbers stood at 159 making quorum 23. With 24 members online and 5 proxy votes having received the meeting was quorate and any decisions could be enacted.

The meeting formally moved to elect the candidates

- Damian Bridgeman;
- Amanda Rees; and
- Marquis Caines.

The election of candidates were approved by acclaim.

9. Appointment of Auditors

The AGM received and approved the decision of the Board to re-affirm Haines Watts as the Auditor for the forthcoming year (in line with the contracted period).

10. AOB

Chris Hall from Co-ops and Mutuals Wales thanked Bethan Webber for the Impact report and Accounts but suggested that Cwmpas consider providing a separate environmental report in future years. While there is environmental information within the Impact report, a separate report would help to emphasise green matters as a key issue for Cwmpas, strengthening the “triple bottom-line” approach and helping to drive the conversation with clients and stakeholders. Bethan Webber welcomed the suggestion and agreed to give it serious consideration.

Richard Hughes reminded the meeting that this was Jeff Andrews final Cwmpas AGM as a member of the board, since he is retiring after a more than 30 year involvement, acting as Treasurer for the last many years. He thanks him for his contribution, experience and competence, which always provided a huge comfort to the Board and the organisation as a whole. David Jenkins, the previous Chair, talked about Jeff’s contribution helping to build a strong foundation for the organisation with solid financial governance underpinning all of Cwmpas’ activities and of Jeffs professionalism and sincere desire to make a difference. Derek Walker previous CEO of Cwmpas thanked Jeff for all of his support and political savvy during his tenure, remarking upon the massive impact that he had realised and what a privilege it was to work with such a lovely man. Bethan Webber echoed these comments thanking Jeff on behalf of Cwmpas, staff and Members for such an outstanding contribution over such a long period of time.

Richard Hughes

The meeting closed at 11.25

Signed:

Dated: