

Hebden Bridge Community Association

AGM 11th March 2023 (for the Financial Year 2021/2022)

Starting at 11.00am

In attendance

Jane Morris, Chair of Hebden Bridge Community Association, introduced the meeting and welcomed all members, visitors, volunteers and staff to the meeting.

1. Apologies

8 apologies for absence had been received from Members of the Association

(including from 3 of the Directors).

Apologies were received from Joanne Brierley (our Auditor from Cresswells)

In attendance:

Staff (&Member): Graham Mynott

Directors (&Members): Jane Morris & Alan Gardner

Members: 9 other members in attendance (per signing in sheet available)

Those present (12) DOES NOT meet the Association's quorum of members in attendance for general meetings (including AGMs). At today's date that quorum would be 24 members.

The meeting proceeded in any event as there was no formal business to transact on this occasion.

{NOTE: the relevant section of our Articles of Association are attached as an Appendix for reference with relevant sections highlighted}

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2. Minutes from last years AGM (26th March 2022)

- The minutes of the meeting were noted.

3. Matters Arising

Graham Mynott (Director) reported on the following items:

- *The Old Building*
Graham is going to talk to this item under the Chair's Report (Agenda Item 4).
- *Calderdale Council's 10 year lease ended 31st March 2020*
Calderdale MBC are still holding over on the lease but much has shifted since the last AGM.

The Council have vacated two units on the ground floor and the Police have also vacated their space (but not left the building). Refurbishment work is ongoing in all 3 units. One will become a second co-working space for HBCA, we are anticipating that the Town Council will move downstairs into the other two. We currently expect this all be finished by the end of June 2023.

We have applied for listed building consent to remove a stud wall and a small lobby in two of these 3 spaces: decision pending.

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- *Building Refurbishments*

In 2021-2022 we completed another range of planned refurbishments across the building:

- Using Power to Change “Community Business Renewal” funds we have (i) made the kitchenette adjacent to the room we call “The Space” into a useable kitchen with sink, separate handwash and a new access hatch. This has made “The Space” more useable and popular with small children’s parties. (ii) provided enhancements to the co-working space in the form of a work pod and acoustic boards.
- We replaced another section of our roof-line coping stones – there are three major sections left (one of those is a much lower priority than the others)
- Completed a revamp of the Waterfront Hall floor: a complete sand and re-oil
- We’ve replaced ©25% of our tables, which have been worn out over 10 years of use (we have replaced another 20-25% this year since August 2022)

- *Use of the Town Hall for blended meetings*

This has been raised at the last two AGMs. We have made several upgrades to our AV system in the Hall: we can now take a direct recording from the system for example. Making the Hall adaptable for fully blended meetings is financially prohibitive because of the size of the room and the equipment needed as a result. Further upgrades to our equipment to enable hirers to deliver fully blended meetings in all other rooms has been purchased but needs some final testing.

- *Membership & Hebden Bridge Partnership*

There have been various discussions at the last two AGM’s about membership & member engagement. Graham noted:

- We ran x3 Member Events last year in addition to the AGM: our celebrations for our 10th birthday in June; the launch of our plans for the Old Building in August & the Heritage Open Days talk in September.
- We have now completed the transfer of HB Partnership members across to HBCA and our mailing list & membership has grown hugely as a result – from ©340 to ©480

- *Carbon Reduction*

There was a question at last year’s AGM about our investment in carbon reduction. It was noted that this was a goal of the Association as part of the old building project but that this would require additional grant funding to deliver greater changes in the whole Town Hall.

We were successful in securing £21k from the Community Foundation for Calderdale in summer 2022 which we will be matching with up to £16k of our own funds to complete 3 projects: a wholesale replacement of all the lights in the building with LED’s; the replacement of the solar thermal tubes on the roof (this was completed late in 2022); and some consultancy input to help us maximise the “kit” we have in the building and to work out possible future options for de-carbonising the building.

Graham noted, as an aside, that our new Electricity Contract (January 2023 to January 2024) will cost us £93,000 if we used the same kWh/pa as we did in the year before: this is more than 3 times our contract. The Government Support package will reduce that figure.

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- *Expanding Opening Hours (weekday & weekends)*

Last year there was discussion about underlying Café profitability and whether expanding opening hours would help (including later into the afternoons, Sundays, and Bank Holidays - we are not consistently open on Bank Holidays). We are still exploring options for Sunday's this summer – this needs to be looked at as a business case: how much does it cost us, how much do we think we can earn? Watch this space.

- *Visitor Information*

There was also discussion last year about the role the Town Hall can play in filling the gap left by the closure of the TIC. This will come sharply into focus and will need some progress if we open on Sundays but it is currently unresolved.

A reminder though that any delivery from the Town Hall could NOT replicate the former TIC offer.

There were several suggestions, questions and comments on these points:

On Calderdale Lease – question about how this will relate to the Town & Parish Councils. Graham confirmed we understand Calderdale will continue to pay their lease based on the 1974 responsibilities, so we will have a continuing relationship with CMBC, but we also need to detail the relationships with Hebden Royd Town Council and the Parish Councils. The transition from the original lease agreement to a new arrangement has been a longstanding concern for the charity as the impact could have been financially damaging: the expected new arrangements mean there is a good chance we will be able to maintain the same levels of income.

A question was asked about the Police. Graham noted that local Police still have fob access to the building and have been using our Public Living Room in reception as a community engagement base. We will continue to facilitate usage of the Town Hall by the Police.

On Carbon Reduction – suggestions and questions covered the advice to tenants about heating & lighting controls; question about tenant charging for utilities (we don't charge separately for utilities, prices are all inclusive), question about how much zoning is possible with the heating (this is currently limited), question about collaborating with other large venues in town (or further afield) to obtain better deals. Graham also noted here that our electricity bill is more of a concern than our gas bill currently.

4. The Chairs Annual Report- Jane Morris

- Jane noted that this has been a busy year in so many respects: a full year's trading following the COVID-19 lockdowns; a fully let building, a bumper year for weddings; celebrations for the 10th Anniversary of our opening ceremony and delivering the bulk of a major project on the old building thanks to funding from the Architectural Heritage Fund (AHF); as well as delivering development work on our membership, marketing and communications.
- The 10th anniversary celebrations, alongside the project work on the old building, provided the shape for the whole year. It's been an opportunity to look back over 10 years and look forward to the next 10 years. We have been able to undertake extensive community consultation as part of the AHF project – primarily around the old building but we have gained insights too into how

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the Town Hall is regarded within the community and what priorities the community would like to see within the old building going forward.

- This also encouraged us to re-engage with Heritage Open Days and our Volunteers have delivered heritage tours for visitors as a result.
- The whole AHF funded project also led to a month-long exhibition in the Town Hall. Titled “*Then, Now, Next*” it included heritage images of the old building, pictures of our life since our grand opening in 2012 and plans and drawings from the proposals that Chambers Conservation have developed for us.
- The challenge of course is how we now deliver those proposals and where we find the funding to deliver them.
- We have had fewer changes in the staff team and Trustee team so we can see the opportunities that stability brings.
- Jane finished by thanking our hardworking team of staff and volunteers. We are also grateful to our members and the wider community in Hebden Bridge for their continuing support and deep-rooted belief in our long-term success.

Directors Report- Graham Mynott

Graham reflected on the Directors Report and drew the meetings attention to two specific aspects:

- The Old Building.
The AHF funded Project Development Grant completed last autumn with final reporting and grant payments in October 2022. We are finalising a Fire Strategy for the proposed works and, in the light of the developments with the units Calderdale occupy, re-drafting the Business Plan that Marc Collett undertook for us.

Our approach now is:

- Finish the Fire Strategy & Business Plan
- Complete the dilapidation and refurbishment works currently ongoing in the units previously occupied by Calderdale MBC – expected to be finished in May / June
- Finalise new working arrangements with Calderdale MBC, Hebden Royd Town Council & the Parish Councils who use the Town Hall (Erringden, Wadsworth & Blackshawhead).
- Progress an Expression of Interest to The National Lottery Heritage Fund

Graham noted that although we have identified 4 mini-projects in the old building each of which would require refurbishment expenditure but would ultimately generate additional income we are NOT going to start on any of these pending the outcome of initial discussions with the Lottery.

We will be participating in Heritage Open Days again in September.

- Staying Well
Graham reported on developments over the past year around Staying Well and that we are being asked to take a wider role as a result in respect of integrating health & wellbeing for adults and the preventative health agenda across the Upper Valley, including the Ryburn area. We have received additional funding for this since the end of our FY 2021/2022 and expect this to be a significant role for the Association going forwards.

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Finally, Graham thanked the staff and volunteers that support the Town Hall daily. There is no way that the building could run without the volunteers who support the front desk and help the smooth running of the building. Volunteers are the face of the building for most people who visit the Town Hall. We have between 20-25 volunteers at any one time filling 15 slots a week and we could not operate without them. Our staff team similarly, are fantastic, and every week go beyond the call of duty to make the building work.

5. Financial Update - Graham

Graham highlighted some of the issues that have led to our financial reporting for the year via a short presentation:

- This is the first full year's trading in both HBCA & the Café since we re-opened in May 2021 after the ending of COVID-19 restrictions.
- At the start of the year, it was by no means clear how trade would re-bounce so we are pleased that overall income has increased by 28% to £441k (including the Café) which is above the trading level to August 2019 (the last comparable year). Room Hire income has recovered well, better than we expected and the same applies to Café trade.
- Operating costs have also increased, up to £509k but this year has seen high levels of grant income which shows in the operating costs (for example Active Calderdale and funds relating to the Old Building work). We have split out Legal & Professional fees in the presentation which primarily relate to the Old Building.
- The HBCA accounts showed an operating loss which was more than offset by the grant support during the year giving a healthy net surplus. It was noted that there is some unravelling of some restricted funds in these Accounts. In the Café there was an operating surplus which will mean a donation to HBCA in 2022/2023. There is no plan to retain any further profit within the Café as we have secure retained earnings in the Balance Sheet.
- Overall, Graham commented that these surpluses are welcome in the first full year of trading after the re-opening.
- On the Balance Sheet there is not much changed from last year but we should note that the Calderdale MBC loan has, at today's date, been paid for 3 years of the original 35 year term.
- Graham noted that the snowfall has impacted getting a signed copy of Accounts back from the Auditors, but confirmed that the Trustees had approved the Accounts. Full sets of accounts will be available on our website asap.

Business Strategy

- We expect 2022/2023 to be a normal trading year slightly improved from 2021/2022: budget setting assumed a full occupancy, 4% increase in room hire and 6% increase in pure Café trade.
- There remain significant cost pressures ahead: national living wage, energy costs and inflationary pressure on purchases will all have an impact. However, progress in YTD has been good and we are confident we will achieve surpluses in both HBCA & the Café once again.
- We want to continue to support our tenants & co-workers, providing high quality spaces and an attractive offer at a fair price to maintain our good levels of occupancy.
- We have put a lot of work into strengthening and simplifying our offer for weddings, family events and catered events – this has already generated a strong level of bookings in this year.
- Setting the right path for the next phase for the old building is our key priority in 2022/2023.

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6. Ordinary Resolutions from Trustees & Members

None had been submitted prior to the meeting.

7. Questions & Discussion

Other questions raised during the meeting are recorded here for the minutes, but may have been raised at different points.

- There was a question about the Public Living Room and our intentions with it: Graham advised we are going to retain it but plan to redesign it slightly when the initial phase ends: originally this was to the end of March / Easter Holidays. A question was asked about whether we have researched usage: we haven't but Graham noted that it has attracted new users to the building.
- There was a question about Dogs – we are a dog-friendly building, but it was noted from the audience that some dogs recently have been quite disruptive with barking and also lying in circulation space in the Café.
- A question was asked about this AGM and what action should be taken about the low attendance, and also the low attendance of Trustees. The impact of the snowfall at the end of the week should be recognised but the general attendance is lower than for many years. The Board will discuss this.

8. New Trustees

No new Trustees were being proposed to this meeting.

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Jane noted that Eileen left the Board last autumn and Julia has just left the Board. The Trustees are keen to recruit new Trustees from the membership. Jane noted that Eileen & Julia had specific skill-sets around the voluntary sector and personnel / HR which the Trustees would like to replace, but of equal importance is support for the charity and the Town Hall and a wish to see it thrive.

A brief on Trustee Recruitment was available at the meeting and Graham advised recruitment process will start asap.

A suggestion was made from the floor that other local organisations had managed a formal recruitment process (treating the role as an unpaid job) and this has been quite successful.

9. Any Other Ordinary Business

None was raised.

Jane thanked the meeting for their attendance at the end of another successful year.

The meeting finished around 12.30pm

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APPENDIX 1

EXTRACT from Articles of Association of Hebden Bridge Community Association Ltd

5. General meetings.

- 5.1. The charity must hold its first annual general meeting within eighteen months after the date of its incorporation.
- 5.2. **An annual general meeting must be held in each subsequent year** and not more than fifteen months may elapse between successive annual general meetings.

6. The Directors may call a general meeting at any time.

7. Notice of general meetings.

- 7.1. The minimum periods of notice required to hold a general meeting of the charity are:

***twenty-one clear days for an annual general meeting** or a general meeting called for the passing of a special resolution;

***fourteen clear days for all other general meetings.**

- 7.2. A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 90 percent of the total voting rights.

7.3. The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 14 of these articles.

7.4. The notice must be given to all the members and to the Directors and auditors.

8. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.

9. Proceedings at general meetings.

9.1. No business shall be transacted at any general meeting unless a quorum is present.

9.2. A quorum is:

***eight members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or**

***one twentieth of the total membership at the time whichever is the greater.**

9.3. The authorised representative of a member organisation shall be counted in the quorum.

10.

10.1. If:

***a quorum is not present within half an hour from the time appointed for the meeting; or**

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*during a meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the Directors shall determine.

10.2. The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

10.3. If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

11.

11.1. General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors.

11.2. If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting.

11.3. If there is only one Director present and willing to act, he or she shall chair the meeting.

11.4. If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

12.

12.1. The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

12.2. The person who is chairing the meeting must decide the date time and place at which the meeting is to be reconvened unless those details are specified in the resolution.

12.3. No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

12.4. If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.

13.

13.1. Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:

*by the person chairing the meeting; or

*by at least two members present in person or by proxy and having the right to vote at the meeting; or

*by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

13.2. (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

(b) The result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast need not be recorded.

13.3. (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.

(b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.

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13.4. (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.

(b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

13.5. (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.

(b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.

(c) The poll must be taken within thirty days after it has been demanded.

(d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

(e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.