



**ANNUAL GENERAL MEETING – 25 November 2021**

**Minutes and Matters Arising**

## **Introduction**

Ian Dugmore (ID) welcomed everybody to the meeting. He then outlined the purposes of this Annual General Meeting:

- To meet our statutory obligations to comply with the rules as set down by the Financial Conduct Authority
- To formally elect the new Leadership team in line with the Shop's governance rules
- To outline what has been achieved since the Special Members meeting held on 16 September 2021, and to share the committee's vision and objectives for next year and beyond
- To propose a number of initiatives and imperatives for the coming year that require the approval of the members

(A list of the attendees is appended to these minutes)

## **Apologies & Approval of 2020 AGM Minutes (Agenda Item 1)**

The following members had sent their apologies for not being able to attend

- Rod & Diane Morrow
- Sue Thomas
- Mike & Samantha Brooman
- Peter Roberts

ID asked for approval to the minutes of the last AGM held on 16 December 2020, as posted on the Shop's website. No objections were raised by the floor, so they were accepted as an accurate record of the proceedings

## **Election of Leadership Team (Agenda Item 2)**

Since the Special Shareholder meeting, the following people have resigned from the Committee:

- Cathy Lawson
- Kate Goodman
- Fiona Applegate
- John Ellis

In addition, the following people will be standing down after this meeting:

- Kate Goodman
- Emily Rule(ER)
- Richard Kent (RiK)

As a result of those resignations, the following volunteers were co-opted to the Committee on 27 September to provide continuity and support during the transitional period, until they are formally elected by the members at this Annual meeting:

- Stephen Barratt (SB) – Chair
- Dominic Sale (DS) – Treasurer
- Ian Dugmore (ID) – Company Secretary
- Ingrid Goode (IG)– Supplier Sourcing and Marketing
- Janet Coates (JS)– Volunteering and Training
- Mike Brooman (MB)– Inventory and Electronic Point of Sale (ePos)
- Ray Keiff (RaK) – Systems Management
- Angela Davies (AD) – Grant Management

These volunteers now seek election. In order to proceed, ER proposed that these volunteers be elected. RiK seconded the motion. On a show of hands from the floor, the new committee was duly elected

In conclusion, ID thanked those standing down for their enthusiastic support and hard work, without which the transition could not have occurred as smoothly as it has

### **Requirement for an Audit (Agenda Item 3)**

ID reminded the members that under the provisions of the Co-operative and Community Benefit Societies Act 2014, the Society had the power to decide not to appoint an Auditor(s) to audit its Annual Accounts. This was subject to a vote and duly approved by Members at last year’s AGM.

Furthermore, by foregoing the need to audit this year’s accounts, the appointment of Cadwallader to merely produce the annual accounts and the corporation tax return was approved.

However, in light of the protracted absence of their submission, the Committee are proposing a review of this decision this evening.

### **FY Accounts & Current Financial Outlook (Agenda Item 4)**

Firstly, acknowledging the absence those accounts, SB outlined the Committee Treasurers’ best endeavours to strike a comparison of this year’s accounts (year to date as at November 2021) to the published accounts for the full year (July 2020 to June 2021)

The abridged figures submitted to the members at the meeting were summarised as follows:

	Jul 20 – Jun 21	Nov 21 (Year-To-Date)	Improvement (unaudited)
Profit	(£17,507)	(£3,004) YTD (£7,950) FY Forecast	£9,577
EBITDA (used to eliminate the effects of financing and capital expenditure)	(£5,648) Deduct £10,106 Depreciation & £1,753 Interest payments		

Loans	£1,061 monthly loan repayment (£40,000) over 48 months £219 Interest £842 Collateral 16 months paid	£20,000 Bounce Back Loan Due to commence repayment this month Chancellor recently enabled a further 6-month repayment holiday Defer until May 2020	
Average Weekly Salaries	(£32,449)	(£22,658)	£14,791

SB then addressed the question of using an Accountant instead of an Auditor for this remaining and following years. He cited the following observations:

- The current retained service is unsatisfactory
- We have the technology and personnel capability to produce our own draft accounts for auditing
- This in turn will give the Shop and its members greater control and cost savings

He then proposed to the floor that we decommission our current accountants, and produce our own, so that they can be officially audited before formal publication.

No objections to this proposition were raised by the members attending the meeting, DS will therefore undertake to weigh up the value of this change of direction.

### **Shareholder Membership (Agenda Item 5)**

ID informed the members that we currently have 139 investors in the shop. This figure represents an increase of 5 shareholders since the last AGM. Similarly, a total of 2129 shares have now been sold, an uplift of 28 more shares over the same period.

Prior to the establishment of the project to launch the opening of the shop, shares were in effect offered as a donation to establish our community asset. This practice continues to this day.

Building on this foundation now requires a shift in the current Membership Strategy. In order to increase the shareholding across the broadest possible ownership base to attract future long-term funding for the continuing development of the shop requires a fresh investment approach. The leadership team are planning to undertake such a review, and intent to publish its proposals to the shareholders by the end of this financial year

No objects to this shift of emphasis was raised by the floor

### **Update to Model Rules (Agenda Item 6)**

ID advised the members that since its inception, the shop has been using the recommended Plunkett Foundation Model Rules v2 (Sep 2013). The recommendation to align to v5 of the Rules (Jun 2019), had been posted on our shop website 2 weeks ago. The changes to these rules reflect

- Continuing updates to legislation
- Revised good business practice and lessons learned across community ownership sector

Shareholders were invited to formally adopt the update. No objections were voiced.

They were also invited to vote for or against v6 being implemented once they move from the draft stage. This proposition was also approved by the floor

## **Our Operating Principles (Agenda Item 7)**

During this transition period, the co-opted committee members had revisited the basic tenets of the shop in operation. SB then presented a set of changes and enhancements that together represent a formal operational framework:

- The leadership committee will work as one united team on behalf of all our stakeholders:
  - We will build on the complimentary skills that the committee members possess, and when used in tandem, provide a clear unambiguous statement of intent going forward
  - We have allocated a specific position and duties to each leadership member to reflect and take advantage of their own skill-sets. (Note: The Bios of everybody concerned have been posted on the website)
  - We will provide clear and frequent internal/external communications to reflect this change of mentality
- We will put our customers at the heart of what we do:
  - We will ask what is wanted of a thriving community shop
  - We will endeavour to meet their expectations where possible and financially viable
  - We will offer products, services & prices that reflect what customers expect and require of us
- We will maximise the assets at our disposal:
  - We will optimise our Zero accounting and ePos till and stock control technologies to provide full management control capabilities
  - We will systematically consolidate suppliers in order to derive a preferred group that strikes the balance between Cost and Credit performance
  - We will endeavour to grow our Volunteers' base, and through the launch of a set of documented processes, provide full knowledge & capability skills to everybody concerned
- We will manage costs effectively and transparently
  - We will only spend what we have, what we have budgeted for, and for which we have guaranteed funding
  - We will exploit the data that is at our disposal to derive full reporting & financial analyses
  - We will ensure that all decision-made by the Committee is clear & transparent to the shareholder community

## **Shop Management and Volunteers (Agenda Item 8)**

SB outlined the newly-elected leadership team and their specific responsibilities to deliver those Operating principles:

- Amanda Caulton (AC) has been appointed into the post of full-time Shop Manager. She will lead our Volunteer Team & will exclusively run our shop on a day-to-day-basis
  - The chair expressly thanked her for her commitment and effort during the transition, at which point, she was warmly welcomed by the attendees
- JC will act as Leadership Team Member responsible for Volunteers' rotas, communications, training & processes. It should be noted that:
  - The number of volunteers have increased from 19 as at 27 September 2021, to 42 as at 25 November 2021
  - The first social volunteer event has already held to coincide with the launch the mapping of processes and initial testing of the Shop Training manual
- SB then presented a set of specific objectives to broaden the reach and visibility of the shop
  - We will continue to expand or volunteer base now that we have established a revised method to allow people to record their rota participation
  - We will deliver quarterly volunteer engagement events, starting with one before the end of this year
  - We will systematically schedule and deploy new / seasonal ePos stock taking training

SB concluded with the on-going need to for additional volunteers to come forward to help in the on-going running of the shop

### **Grant & Donations (Agenda Item 9)**

SB announced the appointment of AD as Leadership Team expert on grant-sourcing. To date:

- Opportunities have already been explored for partial & full grant investment funding
- Consideration across the Leadership Team will be made as each new each opportunity
- We will communicate our objectives to review and update our investment & grants strategy

He was pleased to announce the following donations that have been received in the past 4 weeks:

- £2,000 for our car park & outside fixtures from the Jack Patston Charitable Trust. This will used to re-lay the car parking area and the planting of seasonal shrubs and plants in the planters around the plot
- £1,500 from Morris Developments who own the adjacent development grants strategy

The monies have already in part been earmarked for:

- the relaying the car parking area
- the refurbishment of the interior of the shop, including the purchasing of addio
- the planned planting and maintenance of seasonal shrubs, wild flowers and bulbs in the planters around the plot

In addition to these contributions, he personally thanked Sue Hinton for funding of the new exterior signage

## **Marketing & Communications (Agenda Item 10)**

SB introduced IG who has been appointed to the Committee as our Design Consultant. He was also pleased to announce that a number of initiatives have already been introduced:

- As part of the refurbished programme, the shop décor is in the process of being re-branded by the use of modern colours - midnight blue, bright green & brilliant white
- Our website is now clearer, simpler & up-to-date
- Instagram, Facebook and Next Door platforms are now being used to communicate newsworthy material to our customers
- Consultations have taken place to further improved the shop layout & revised opening hours

In conclusion, he welcomed any suggestions from the Shareholders that might further improve our visibility, produce offerings and community services

## **Stock Management (Agenda Item 11)**

SB outlined to need to implement our whole stock management capabilities by three fundamental factors:

- The profiling of Customer demand and purchasing trends
- Product positioning and affordability
- Exploiting the tools that the ePos system offers us

This will be achieved by a combination of people and skills,

- AC, as Shop Manager, will manage the stock on a day-to-day basis, supported by IG (Supplier Sourcing), MB (ePos Management), RaK (Systems Development), and SB (Chair) for future strategy
- This group will ensure that ePos is updated to record all incoming stock inventory items and to undertake regular stock-takes to continually value our reportable assets

## **Stock Control & Systems Management (Agenda Item 12)**

SB then announced that MB and RK will spearhead this strategy on behalf of the committee. Firstly:

- A pre stock take was undertaken on 31 October to correctly record all items on the system, and can now be scanned at the till
- A full stock take was then organised on 07 November to count and record every item in the system
- All new deliveries & wastage will henceforth be recorded using the ePos Stock Movement function

- All users will have their own login, to ensure no more sharing, improved security & reporting, and to enable personalised training

Going forward, it is the intention of the Shop Committee to exploit the data held on the system to report, on demand, a range of Management information: That capability will allow us, amongst other things, to be able to examine

- Our top sellers
- Footfall showing best days & times of sale
- Slow and low selling produce
- Product wastage and write-off
- Product margins and discounts

This will allow us to make better management decisions such as

- The number of volunteers that we need any one time
- When best to schedule and take deliveries
- Predict which food to cook in the shop cafe
- When to reorder stock, and at what levels

## **To sum up**

These tools will in turn allow us to meet our overall shop management objectives:

- To ensure that all stock processes are clearly understood & applied by all staff
- To use primary source data for all stock control & product ordering decisions
- To use ePOS correctly and consistently to drive out better customer service and shareholder member value
- To provide a quicker & better customer experience
- To provide a better volunteer experience through simplified processes and usage
- To maintain accurate stock input and alerts to reorder to meet customer demand
- To make sure that we are less likely to over-order, and in turn, to reduce stock write-offs
- To respond to identifiable sales trends and to promote product trials

SB concluded by summing up the overall messages that the committee wanted to deliver to the Shareholders. In essence, progress on a number of front is being made, but there are still lots more to do

## **Any Other Business**



The committee were at pains to point out that the strict food hygiene requirements are being adhered to and constantly monitored. These measures include mandatory examination and qualification training for all staff working in the kitchen (at a cost of £24)

Offers from the floor to assist in the ordering, planting and maintenance of the flower borders were gratefully received

By way of conclusion:

- Vicky Dennis thanked the Committee for addressing the need to maximise the use of the ePOS system beyond its simple till functionality
- Peter Hinton congratulated the Committee on what they had achieved in the trying last 2 months

At this point, the AGM was formally closed

## Appendix - Attendees at the Annual Shareholder Meeting

Sue Hinton	Amanda Caulton	Ann Hayward
Pete Hinton	Cathy Weham	Jean Goss
Jack Adkin	Mark Featherstone	Sheena Harvey
Stephen Mellows	Tracey Featherstone	Alan Harvey
Dave Goode	Susan Keiff	Jocky Wilson
Kathryn Stevenson	Juliet Miller	Louise Wison
Helen Sismey-Durrant	James McLaren	Ian Rule
Mark Sismey-Durrant	Pat McLaren	Fiona Applegate
Vicky Dennis	Margaret Kent	Charles Applegate
Ray Dennis	Chris Jarvis	Rachael Barratt