



**MINUTES OF THE ANNUAL GENERAL MEETING
OF SHROPSHIRE TOURISM (UK) LTD**

HELD ON TUESDAY 27th FEBRUARY 2018

AT THE GLASS CLASSROOM, COALBROOKDALE, IRONBRIDGE

Directors & Members Present:

Tamara Burgess (Acton Scott Historic Working Farm), Anna Brennand (Ironbridge Gorge Museums), Vanessa Bromley (North Farm), Emma Bassett (Jailhouse Tours), Caroline Barr (Bourton Manor), Adrian Brown (The Old Rectory of St James), Tori Beddows (Shropshire Tourism), Tess Bromley (North Farm), Carol Cooper (Bridgnorth & District Tourist Association), Joel Campbell (Jailhouse Tours), Graeme Christie (Buy From Shropshire), John Cushing (Goldstone Hall), Paul Davis (Lower Farm Holidays), Lesley Davies (Shropshire Tourism Assessor), Nigel Dobson-Smyth (Manor Holding Cottage), Kate Gittins (Shrewsbury Market Hall), Paul Gossage (Ironbridge Gorge Museums), Rob Hill (Shropshire County Hotels) Beth Heath (Shropshire Festivals), Dilwyn Jones (Sabrina Boat), Jo Longstaff (Hope Park Farm Cottages), Jack Limond (The White Horse Inn), Nigel McDonald (Shropshire Hills AONB Partnership), Janice McNicol (Newton Meadows) Bill McNicol (Newton Meadows), Judie McCoy (Birches B&B), Phil & Diane Ormrod (No 3 Saffron), Stephen O'Neil (The Woods Brewery), Richard Powell (Park Hall Countryside Experience), Laura Penman (Fishmore Hall), Phil Roberts (Number 53), Mark Stevens (Hencote), Seb Slater (Shrewsbury BID) Lesley Simcox (Newton Meadows), Jodie Stephen (Shropshire Tourism), Malvern Tipping (Bridgnorth Cliff Railway) Rhian Williams (Number 53), Sue Yardley (Shropshire Tourism Assessor)

Welcome and Introduction

The Chairman of the Board, Richard Powell welcomed all members and guests to the Annual General Meeting.

1. Apologies and Announcements

Ann Ashton (Soulton Hall), Chris Brandon Lodge (North Hill Farm), Mike Brogden (Ferndale Flat), John & Gerry Bennett (The Retreat), Lesley Burrowes (Lane Farm), Jane Chesson (Greenway Touring Park) Diane Chadwick (Victoria House), John & Maggie Dover (Orchard Cottage), Kevin Dowd (Hambrook House), Sheila Davies (Linley Cottage/Kerry Cottage), Gillian Dunne (Bon Accueil), Ray Foster (The Mount Guest House), Alan Garner (Secret Hills Walking Holidays) Sam Gray (Middle Farm Cottages) Debbie Hayward (North Shropshire Tourism) Judy Harvey (Green Holiday Barns), Audrey Hill (Parkgate Cottages), Nick Kendrick (River Steam Holidays), Ewa Lovejoy (Belvedere Guest House), Jeff & Liz Main (Mynd House), John Pickup (Pheasant at Neenton) Pat Round (Harrys House) David Robinson (The Croft) Dee Revell (Bramley), Mark & Mary-Jane Shakespeare (Cabin at Oaklands Farm), Jackie Tobin (Hotspur), Peter Williams (Halfway House Inn), Dave & Claire Wright (The School House B&B), Carolyn Yates (Byways Breaks)

2. Minutes of the AGM held on 7th February 2017

The meeting approved the Minutes of the AGM held on 7th February 2017 as a true and accurate record.

**Proposed by Judie McCoy
Seconded by Jack Limond
All members in agreement.**

3. Matters arising from the minutes of the last AGM

There were no matters arising.

4.0 Reports

4.1 The Chairman

Richard Powell began his presentation by stating that he would be standing down from the board after today.

He told the AGM that 2017 had been a very difficult year. The board had needed to find a sustainable way forward after continuing cash flow problems and after looking at all options felt best way forward was to make the post of Chief Executive redundant. The post finished in October and Simon McCloy left the company. On behalf of the Board Richard thanked Simon for all the work and dedication he had given to Shropshire Tourism and wished him all the best in his future career.

Richard stated that the loss of the Chief Executive role meant everyone needed to step up to the plate and do things differently. A new strategy was being developed and Jodie and her team had risen to the challenge and had contributed to the new strategy. The Board had become more involved in the running of the Company with each director taking on a new role.

With regards to the new strategy, the short term plans were to work more closely with others promoting Shropshire as a visitor destination. Remove any ST local websites that compete with local tourist association websites. Upgrade the main ST website. Improve ST social media output by working with others. Change the look and feel of the 2019 Shropshire & the Welsh brochure and the Shropshire Days Out leaflet.

Longer term measures included developing a new Destination Management Plan for Shropshire. Developing a new marketing strategy for Shropshire. Coordinating a Shropshire presence at Trade and Travel Shows and Exhibitions. Trying to help both North Shropshire and Bridgnorth Tourist Associations develop a new way forward.

Richard reminded the AGM that ST is entirely funded by the members paying website entries and adverts in our publications and with ST taking measures not to compete with local tourist associations there is a need for reciprocal help. The board are willing to look at any ideas members may have to improve both the effectiveness of ST and the promoting of Shropshire as a visitor destination.

Richard finished his present by thanking Jodie and the team for coping so admirably in difficult circumstances and for showing the enthusiasm to make ST successful. And to the board members for their hard work in trying to make the changes work, and finally to the members for their continued support.

4.2 Finance Director

Adrian Brown began his report by thanking Richard for his hard work and support over the year as Chairman.

He firstly ran through the accounts for year ending 31st March 2017. The accounts showed a deficit of -£12,926.

Adrian asked the AGM to formally adopt the accounts for year ending March 2017.

Proposed by Jack Limond

Seconded by Judie McCoy

All in favour

Adrian went onto to explain how the current year was a struggle and the impact of this showed in the estimated out turn of -£33,562.

The appointment of the Accountants needed to be approved by the members. Therefore Adrian asked the AGM to formally approve the recommendation of the board to re-appoint Crundell & Company as Chartered Accounts for year ending 31st March 2018.

Proposed by Anna Brennand

Seconded by Paul Davis

All in favour

With regards to the current year, Adrian outlined the challenges that the company still faced in 2018.

These include a repetition of the severe cash flow problems the company had face last May. Staffing issues in IT with only 2 current employees looking after a large number of clients. Advertisers not renewing. Expenditure on Grove House to comply with Health & Safety and insurance requirements.

Actions had already be taken to aid these issues including an increased loan facility, tighter control of cash flow and reduced debtors.

Future actions included a new website to better suit members needs, seeking partnership deals with other businesses and redesigning printed material to be more appealing to advertisers.

Adrian asked the members if they had any questions:

Q: Rob Hill (Shropshire County Hotels)

Why weren't the accounts published on the members website prior to the meeting?

A: Adrian Brown

It is not a legal requirement to post the accounts on our website, and accounts for 2016/17 are posted on Companies House website in accordance with company legislation. The ST members website is a public website. Next year when the new website has a secure log in it won't be a problem.

Q: Rob Hill (Shropshire County Hotels)

As a company limited by guarantee, and the fact there were limited people at the meeting, the accountants need to be available for members to view.

A: Adrian Brown

The board will discuss this matter for future arrangements.

Q: Dilwyn Jones (Sabrina Boat)

Links with other organisations such as Visit England are crucial for the success of Shropshire Tourism, and the businesses in the county. Are you looking into these relationships?

A: Richard Powell

Yes, we are currently talking to a wide range of tourism organisations for closer working relationships.

Adrian informed the members that the directors had in the past received a free membership and free web entry during their time as a director, for their service to the company. As they receive no wage or expenses for their service, it is proposed that this arrangement should continue for the 2018/19 membership year. He asked the members if they agreed.

Q: Vanessa Bromley (North Farm)

I feel that considering the finances at the moment every penny counts and that the directors should pay a membership/web entry fee.

Adrian asked for a show of hands for and against the directors receiving free memberships/web entries. There were 14 for and 5 against. It was agreed the matter would be discussed at board level.

Finally, Adrian asked the members to adopt the draft budget for 2018/19. The budget showed a predicted £16,130.

Proposed by Jack Limond
Seconded by Malvern Tipping
All in favour

4.3 Membership Survey

Jodie Stephen ran through the results from the recent member survey that was carried out to assess what members thought of the services that Shropshire Tourism provide.

85 members completed the 5 questions scoring 1-5 on the following subjects.

ST Web Entry – the highest score was 3 out of 5 at 37%

ST Website Services – the highest score was 4 out of 5 at 35%

Shropshire Brochure & Shropshire Days Out Leaflet – the highest score was 3 out of 5 at 33%

Destination Marketing – the highest score was 3 out of 5 at 51%

Overall Satisfaction with ST – the highest score was 3 out of 5 at 40%

The survey had been useful however the low number of responses did make it difficult to get an accurate picture. It was stated that regular surveys would be useful.

5.0 To amend the Company's Articles of Association

Richard explained that the current Articles of Association needed to be updated. Company

Secretary Mike Brogden had put together a proposed new set of articles that were on the members website.

Rob Hill highlighted a few issues with the proposed version and stated that it was better practice to base the paper on a Companies House model.

Paul Davis pointed out that a minimum of 5 directors may cause problems and it may be better to have no minimum.

John Cushing asked whether the board could work with the existing articles.

It was agreed the directors would take the comments on board but asked the members to vote on a proposed change.

**Proposed by Anna Brennand
Seconded by Judie McCoy**

**14 in favour
4 against
7 abstentions**

Motion carried

6. Election of Directors

The Directors of the company are appointed annually at the AGM when all current Directors resign, including any Directors appointed by the board during the year, and the membership then elect their Directors to the Board for the forthcoming year.

7.1 The Directors who had served in the last 12 months are:

Richard Powell – Park Hall Countryside Experience
Adrian Brown – The Old Rectory of St James
Judie McCoy – Birches B&B
Jack Limond – The White Horse Inn
Mike Brogden – Ferndale Flat
Kevin Dowd – Hambrook House
Clive Shingler – Lower Lacon Caravan Park

Election of Directors to the Board 2018/19

The following members indicated their willingness to either be re-elected as Directors or join the board as new Directors for the 2018/19 year:-

Existing Directors

Adrian Brown – The Old Rectory of St James
Judie McCoy – Birches B&B
Jack Limond – The White Horse Inn
Kevin Dowd - Hambrook House

New Nominees

Anna Brennand – Ironbridge Gorge Museums
Laura Penman – Fishmore Hall

Beth Heath – Shropshire Festivals
Alison Griffin – Telford International Centre

Richard asked all nominees present to give a brief summary of themselves and their business to the AGM.

He then recommended that all above nominees be elected on block.

Proposed by John Cushing
Seconded by Nigel Dobson Smyth
All members in agreement

8. Any Other Urgent Business that the Chairman may allow

John Cushing suggested the board think about the free membership arrangement and whether all members should have to pay a fee again and whether a tired system could be put in place. It was agreed that this was something the board needed to discuss.

Phil Ormrod suggested have extended meetings that included other local businesses such as local suppliers for catering, cleaning products etc that would be willing to offer discounts to members. It was agreed that this networking type events were something they could pursue.

The Chairman thanked the members for attending the AGM, and the Directors, and the Shropshire Tourism team and brought the meeting to a close at 12pm.

A presentation on Ironbridge Gorge Museums followed by the Trust's Chief Executive Anna Brennan.