

Minutes of the CTA UK ANNUAL GENERAL MEETING held at the Boiler Shop,  
Newcastle on 27<sup>th</sup> November 2024 at 1.30pm

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**Trustees Present:**

Alan Jones (Chair), Chris Kutesko, Andrew Grieve, Andrew Benfield, Martin Heffer.

**1 WELCOME & INTRODUCTION**

CTA, Chair of Trustees, Alan Jones (ABJ) welcomed everyone to the Annual General Meeting and briefly introduced himself to the attendees and gave an overview of the 12 months which highlighted positive developments including: -

- Refreshed CTA Mission, Vision, Values
- Strategic Development of the CTA Four Pillars:
  - Advice & Support
  - Membership & Permits
  - Research & Policy
  - Training
- Launched the transformation of MiDAS
- CTA launched a Manifesto for the UK General Election 2024
- CTA Members now stands at 1,215 (23/24)
- 1,557 permits issued to 280 members
- CTA Helpline took 1,554 calls & e-mails
- CTA sit on the all-party parliamentary group for Passenger Transport

ABJ thanked CTA CEO, Victoria Armstrong (VA), CTA Directors, staff, CTA Trustees, Members and volunteers for all their commitment and hard work during the past 12 months.

ABJ formally opened the AGM and declared that the AGM was quorate as there were 25 voting members present, and 4 proxy votes received.

**2 APOLOGIES FOR ABSENCE**

Apologies were received from:

Susan Dever, Sue Leighton, Oxana Grishina, Scott Pearson, Stephen Craker

**3 MINUTES OF THE LAST MEETING**

**Ordinary Resolution 1:** Approval of the minutes of the Annual General Meeting held on 23rd November 2023

Voting members: 25 For, 4 Proxy vote received, 0 Against, 0 Abstain

**The minutes were unanimously approved as a true record of the meeting.** There were no matters

arising.

#### 4 TRUSTEES ANNUAL REPORT AND FINANCIAL STATEMENTS FOR 2023/24

Review of 2023/24 Financial Statements CTA Director of Finance, Phil Benton (PB) summarised the financial position of CTA for 2023/24 by presenting the information in four charts.

##### Income

- Total income 10% down year on year from £1.5m to £1.3m due to:
  - Previous year we were spending previous years restricted funds
  - Transition to new MiDAS model which resulted in a reduction of income from mid-summer 23 to early 2024 which was planned.

##### Expenditure

- Year on Year Total organisation expenditure decreased by £25k
- High capital expenditure due to:-
  - MiDAS transformation & associated IT platforms.
  - Upgrades to CRM and IT systems

##### Net Result

- In accountancy terms a net loss of £206k which is due to receiving restricted funds in the previous accounting year and spending in the 2023/24 accounting year. However this loss will be recuperated by the substantial increase in MiDAS Driver income generated to date in the current financial year.

##### Overall Financial position

- Reduced year on year however we hold £815k in reserves 50% of which is held in unrestricted funds.
- Challenging year but we have invested heavily in service and support systems including MiDAS and the balance sheet is financially strong.

#### 5 APPROVE THE TRUSTEES REPORT AND FINANCIAL STATEMENTS FOR 2023/24

**Ordinary Resolution 2:** Approval of the Trustees Annual Report and Accounts for the year ended 21 March 2024

Voting members: 25 For, 4 Proxy votes received, 0, Against, 0 Abstain

**The Trustees Report and Financial Statements for 2023/24 was unanimously approved.**

#### 6 APPOINTMENT OF AUDITORS

**Ordinary Resolution 3:** Approval of the appointment of Dains Audit Limited to be the CTA's auditors for the 2024/25 financial year, and to delegate authority to the Bord to set their remuneration.

Voting members: 25 For, 4 Proxy votes received, 0, Against, 0 Abstain

**The appointment of Auditors was unanimously approved.**

## 7. SPECIAL RESOLUTIONS

Four Special Resolutions were presented as follows.

- **Special Resolution 1** Amendment of Trustee Numbers

### Summary

Increase member trustees from 6 to 7

Increase co-opted trustees from 5 to 6

Require that from the total number of trustees, there must be at least one located in each of Scotland, Wales and Northern Ireland

Voting members: 25 For, 4 Proxy votes received, 0, Against, 0 Abstain

**The amendment of Trustee Numbers was unanimously approved.**

- **Special Resolution 2** Amendment to Rules on Trustee Removal

### Summary

Currently a trustee can be removed if they miss two consecutive meetings without apology

Amending the provision so they can be removed if they miss any two meetings out of the annual cycle of four without apologies

Voting members: 25 For, 4 Proxy votes received, 0, Against, 0 Abstain

**The amendment to Rules on Trustee Removal was unanimously approved.**

- **Special Resolution 3** Amendment to Procedure for Appointing Board Officers

### Summary

Clarifying that the posts of Chair, Vice Chair and Treasurer are appointed by the Board from within its membership

Terms of office to last 3 years, renewable for a further 3, subject to the postholder's continued membership of the Board

Voting members: 25 For, 4 Proxy votes received, 0, Against, 0 Abstain

**The Amendment to Procedure for Appointing Board Officers was unanimously approved.**

- **Special Resolution 4** Amendment to Rules on who can Attend the Board

### Summary:

Clarify that as well as the Chief Executive, other nominated Directors can attend Board

Create a provision for the Board to appoint advisors and/or observers for a specific time period, or for a specific strategic need

Anyone appointed in that capacity will not have voting rights, and will not carry the responsibilities of a trustee

Voting members: 25 For, 4 Proxy votes received, 0, Against, 0 Abstain

**The Amendment to Rules on who can Attend the Board was unanimously approved**

## 8. TRUSTEE BOARD MEMBERSHIP FROM 27 NOVEMBER 2024

The Chair provided an overview of the trustee changes on the Board.

**Resignations since the last AGM:** Nigel Hinch, Alison O'Dornan, Martin Duffy

ABJ confirmed the CTA Board of Trustees for 2024/25:

### Member Trustees

Sue Leighton - Vice-chair

Susan Dever, Coalfield Community Transport, for Scotland

Stephen Craker, Communities 1st

Andrew Grieve, CT4N

### Co-opted Trustees

Alan Jones - Chair

Oxana Grishina

Martin Heffer

Andrew Benfield

Scott Pearson

## 9. ANY OTHER BUSINESS

There was no other business raised and ABJ thanked everyone for their attendance. The meeting closed at 1.50pm