

# **The Fox and Goose (Hebden Bridge) Limited**

## **Annual General Meeting**

**Saturday 16 April 2016, 12.00 pm in the meeting room at  
St James the Great Church, Church Lane, Hebden Bridge**

**Attendance:** See end of minutes

Hannah Nadim welcomed shareholders to the third annual general meeting and introduced herself. The current directors introduced themselves.

### **1. Apologies for absence**

1.1. Apologies for absence were received from Anthony Peter, Janet Peter, Ian Vickridge, Mark Simmonds, Philip Foster, Peter Pettifor, Peter Judge, Richard Lee, Christine Lee, Edward Lee, John Bell and Sarah Allen.

### **2. Minutes of the annual general meeting held on 11th April 2015**

- 2.1. An amendment to the numbering of the paragraphs under section 5 Building and Premises Report is to be made as there are two paragraphs numbered 5.3 and 5.4.
- 2.2. The minutes of the annual general meeting held on 11 April 2015 were agreed as a correct record with the exception of the item noted in 2.1.

### **3. Matters arising from the meeting held on 11th April 2015**

- 3.1. Item 5.8 Hannah Nadim stated that the heating thermostat had been moved from behind the bar area to the main room in the pub.
- 3.2. Item 6.1 Hannah Nadim stated that the marketing strategy had been reviewed and that the pub had seen an increase in turnover as a result of music events and other activities. There had been a dip in the turnover during the summer months which would be a key challenge for the new manager.
- 3.3. Item 11 Hannah Nadim stated that as part of the annual review of energy suppliers, ethical options were reviewed. However due to the large cost difference it was decided to appoint E.ON as our supplier. Hannah noted that this would be reviewed on an annual basis.
- 3.4. Item 11 Hannah Nadim stated that the Fox and Goose has renewed its membership of Co-operatives UK.

### **4. Chair's report**

- 4.1. Hannah Nadim thanked the staff, directors, shareholders and volunteers for all their work at the Fox and Goose during the year.
- 4.2. Hannah thanked Trevor Cobb for his two years' service as the manager of the Fox and Goose and for his hard work in transitioning the Fox and Goose from a pop-up pub to the cooperatively owned pub we have now.
- 4.3. Hannah introduced Hannah Thurman who is the new pub manager.
- 4.4. Hannah Nadim reported that the pub is still a living wage employer and that investment over the year has been into the structure of the building and the associated facilities. The quality of the beer has been excellent with our Cask Marque accreditation being renewed and an independent

quality check by Oakham Ales has resulted in the pub being approved to sell their ales. The Fox and Goose earned an entry into CAMRA's Good Beer Guide 2016 and was awarded the Winter 2014/2015 Pub of the Season by the Halifax and Calderdale Branch of CAMRA. In addition two successful beer festivals were run, the garden refurbishment started. The fox and Goose featured in a number of press articles, as well as being voted onto the "Welcome to Yorkshire Ale Trail".

- 4.5. Hannah stated that the management plan has been produced and given to shareholders for consultation. Shareholders' responses have been received and the directors will take action on the plan in the next year.
- 4.6. A shareholder raised a question regarding the turnover of directors and if there was a common reason for this. Hannah stated that the directors who resigned during the year did so for personal reasons and not due to personality clashes.
- 4.7. Gerry Crookes raised a question whether the resignation was self-perpetuating due to the workload. Hannah stated that it was not but that the directors would be looking to co-opt additional directors if required.
- 4.8. Drew Magiera raised a question regarding the treasurer role and expressed a concern that changes in the post holder had impacted on staff pay. Hannah stated that whilst staff had experienced a delay once in the past year, the process had since been updated to stop this happening in the future.

## 5. Buildings and premises report

- 5.1. Hannah Nadim delivered the report and noted that Steven McArdle had been leading the works during the past year. In 2015 over £15,000 had been spent on refurbishment of the pub. Of special note was the refurbishment of the gents' and ladies' loos, the improved decoration and the heating. Where possible local suppliers as well as volunteers had been used.
- 5.2. Hannah Nadim thanked Steven McArdle, Drew Marsh, Barry and Val Newton, John Cattermull and Jonny Owen for all their hard work over the year.

## 6. Treasurer's report

- 6.1. Nigel Sagar presented the 2015 accounts, noting that year-on-year takings were consistent, but that a fall in the gross profit margin to 46.5% had impacted on the profitability of the pub. Actual turnover was £212,163 for the year against a budgeted figure of £229,000. The pub recorded a loss of £16,875. Takings during the summer months were lower than anticipated, which may have been due to increased competition in Hebden Bridge.
- 6.2. Mark Hill, the Fox and Goose's accountant, noted that this year was the first that we had had to pay VAT under the flat rate scheme.
- 6.3. Nigel Sagar noted that the accounts needed to be updated to reflect the correct resignation date for Chris Greaves. **ACTION: Nigel Sagar to update 2015 accounts.**
- 6.4. Drew Magiera raised a question regarding the two sets of bins at the pub and were we paying for something that we were not using. Nigel Sagar responded that the bin contract had been changed to obtain a better deal

and that Biffa had not collected their bins. He stated that at no time was the Fox and Goose paying for two sets of bins.

- 6.5. Tony Wright raised a question regarding the income from the flat. Nigel Sagar responded that the income from the flat is spent on maintaining the flat and the pub.
- 6.6. Gerry Crookes raised a question regarding the flat summer takings and the reasons behind that. She noted that in many cases the competition were not in a better position than the Fox, but that the exterior of the pub sometimes is a barrier to entry for new customers. Bridget Bray noted that in many cases people split their drinking between venues and people that drank in Calans often came to the Fox and Goose in the evening for a drink. Trevor Cobb noted that the flat summer takings were consistent with other venues in Hebden Bridge, but more good drinking venues in Hebden will encourage more people to come to the town. Andy Grant noted that the Fox and Goose is weather-dependent and that this may have impacted this year. Dave Young noted that the pubs in Sowerby Bridge had improved, which may mean fewer people visiting Hebden Bridge. **ACTION: Directors and Pub Manager to promote the garden in an effort to increase summer takings. ACTION: Directors to publish marketing strategy.**
- 6.7. A shareholder raised a question regarding the publication of the financial performance figures. Nigel Sagar responded that they could be incorporated into the quarterly shareholder newsletter sent via email. **ACTION: Directors to include financial reporting into the shareholder' newsletter.**
- 6.8. A vote was held to approve the 2015 accounts, subject to the amendment outlined in 6.3. The vote was passed with one abstention.
- 6.9. Nigel Sagar presented the 2016 budget, noting a small increase in turnover, the impact of the 5.1% increase in the living wage and that our budgeted gross profit margin is 50.31%. The margin was to be achieved by increased use of the cash and carry as well as paying by cash on delivery for some breweries.
- 6.10. Nigel stated that in the first quarter of 2016 the Fox and Goose had achieved a gross profit margin of 55% and profit of £10,000. **ACTION: Directors to report on second quarter figures when available.**

## 7. Ordinary resolution regarding audit

- 7.1. It was proposed that Section 4(2) of the Friendly and Industrial Provident Societies Act 1968, now superseded by Section 83 of the Co-operative and Community Benefit Societies Act 2014, which requires the society to appoint a qualified auditor (see paragraphs 113 to 117 of the society's rules) be disapplied and an independent accountant's report is provided.
- 7.2. Hannah Nadim explained that this is a formality that we do every year and must be voted on. The resolution was passed unanimously by a show of hands.

## 8. Special resolution regarding the society's rules

- 8.1. It was proposed that in light of the Co-operative and Community Benefit Societies Act 2014, the Society's Rules be amended using the recommended template provided by Co-operatives UK.

- 8.2. Hannah Nadim noted that rule 95 should be deleted. Discussion was held regarding why the change to the rules was needed and its impacts. It was stated that we are voting to accept the rule change and for the directors to work with Co-operatives UK to identify any additional amendments. These amendments to be presented back to the shareholders at a future general meeting for the shareholders to vote on.
- 8.3. The resolution was passed via a show of hands with 38 in favour, 0 against and 2 abstentions.

## 9. Resignation of one third of the elected directors

- 9.1. Stuart Daw stated that he was resigning as director and not seeking re-election. Hannah Nadim thanked Stuart for his two years' service.
- 9.2. Stuart Daw stated that Fran Labrom was to resign as a co-opted director but was seeking re-election.

## 10. Election of board of directors

- 10.1. Hannah Nadim reported that the only director nomination received by the closing date had been from Fran Labrom. However, since the closing date, potential directors had been in contact and expressed an interest in standing as a director. It was noted that the current board of directors could co-opt further directors.
- 10.2. Fran Labrom was voted in as a director by a show of hands.

**The meeting closed at 1.15pm**

### Attendees (40 Shareholder Members and Bookkeeper)

Sian Ahern	Stephen Anderson	Andrew Bibby
Bridget Bray	John Cattermull	Trevor Cobb
Ernest Cockburn	Adrian Cornforth	Gerry Crookes
Doug Croxon	Amanda Daw	Stuart Daw (Director and Secretary)
Andrew Grant	Mark Hill	Greg Hobson
Jack Hornby	Michael Horne	Fran Labrom (Director)
John Lazenby	Rachel Loise	John Lynch
Drew Magiera	Drew Marsh	Steven McArdle
Hannah Nadim (Director and Chair)	Jonny Owen	George Parker
Chris Rowland	Nigel Sagar (Director and Treasurer)	Fyfe Sainsbury
Adrian Steer	Caroline Steer	Hannah Thurman
Dave Weedon	Alan Whitehead	Trevor Williams
John Wilson	Gareth Wright	Tony Wright
Dave Young	Mic Stocks (Bookkeeper)	