

**TOPAS MANAGEMENT BOARD  
ANNUAL GENERAL MEETING**

**Minutes of meeting held 19<sup>th</sup> August 2021  
Virtual Meeting via TEAMS**

**Attendees:**

Keith Manston (Outgoing Chair)	ARTSM
Richard Ling (incoming Chair)	TSG (Cambs County Council)
Mark Pleydell (Director)	ARTSM
Adrian Gray	TSG (Hants County Council)
Kornelis van Tuyl	TSG / (TfL)
Meirion Williams (Outgoing Chair)	Welsh Government
Sally Gibbons	Department for Transport
Roy Gordon	NI Transport
Paul Reid	Transport Scotland
David Cousins	ARTSM
Kealie Franklin	TOPAS Admin

**Guests:**

Ilyas Sharif	Nissen
Rob Harding	Telent
Kevin Gilday	SRL
Hugh Barton	Opticonsulting
Jonathan Flynn	HE/ National Highways

**Apologies:**

Brian Taylor	Highways England/ National Highways
Peter Hutchinson	ARTSM
Hayley Collet Gordon	BSI
Ben Catchesides	HE/ National Highways

**AGM Open by outgoing Chair – Keith Manston**

Welcome and introductions

Declared quorate.

**1. Minutes & Matters Arising**

Minutes of Previous AGM read and approved by Board. Subject to note that Hugh Barton was in attendance but the Minutes recorded apologies. No further matters arising.

## **2. Annual Report from the Director**

Director's Report for the year ending 31<sup>st</sup> July 2021

The purposes of TOPAS continue to be firstly the management of specifications for the procurement of road traffic control equipment and secondly overseeing the operation of a register of products approved to those specifications.

The business is funded by from the registration fees for products added to the register and where needed by additional contributions from the UK's central and devolved governments, ADEPT representing the users and ARTSM representing manufacturers. These three parties, government, users and manufacturers, are equal constituents of the 12 person management board. Over the year there have been some changes in the personnel representing the Management Board bodies. I thank those that have moved on for their valuable input and welcome the contributions from those joining us.

Turning to our finances, our costs are those of an administrator for the organisation and the usual overheads that form part of business operations.

Our administrator Mrs Kealie Franklin continues to manage our use of funds effectively, with yearly cash flow still being well below the levels thought necessary when TOPAS was founded in 2015.

In the accounting year 1/8/2020 to 31/7/21 there have been ten new additions to the register, generating an income of £10,400 with other applications currently being processed. The registration fees were increases from April 2021 and two of the registrations in the year were at the new figure.

Additional funds were received from TOPAS MB organisations and we received a refund from HMRC.

Administration costs have risen largely due to the greater level activity around specification development and we have incurred ICT costs for a refresh of the website and the services that support it, and for a clouded file service to give us improved data resilience.

Despite our strategy of trying to be neutral on profit over-all the business has made a marginal profit over the year which will incur tax.

The Company's only asset is the modest balance at the bank.

There have been no changes to our shareholders and in line with the strategy of the business, no dividend has been paid.

In summary TOPAS continues to deliver its original objectives. Other than mentioned, staffing, personnel, shareholdings are unchanged over the last 12 months.

Finally, I extend my thanks on behalf of the Company to all those individuals and organisations who over the last 12 months have given their time and expertise voluntarily to contribute to and further the activities of TOPAS and who continue to do so.

### **3. Presentation and adoption of Accounts**

KF presented the Annual Accounts for approval, including breakdown of costs for the fiscal year end. It was confirmed that the costs relating to ICT were in part the costs of a new website build (with a further payment due in the next fiscal year but not accounted for, with the remainder being annual hosting fees and the purchase of a new laptop. In view of the above full report the Management Board adopted the accounts and the statement of annual report as presented to the accounts.

### **4. Motions**

#### **Terms of Reference**

A change made to include the Administrator as a non voting Board Member on the basis that the daily running of TOPAS was via the administrator who then brought to the Board a significant amount of relevant information and therefore it was essential for continued involvement at Board level and attendance at Board Meetings. In addition, the Administrator now held a post with ARTSM and it was considered important to recognise that the TOPAS Administrator role was entirely separate and not as part of ARTSM.

A change to update the operational plan for the year was also made. KM confirmed that the Board had the aspiration to drive forward specification reviews earlier than the timetable proposed.

Accepted and approved.

### **5. Election of Management Committee**

As per the Terms of Reference Board official acceptance of new Chair and Vice Chair:

Chair – Richard Ling, Cambridge County Council, TSG

Vice Chair – A representative of Government/Devolved Government

#### **Any other competent business**

Directorship appointment confirmed for 2021 to remain as Mark Pleydell.

Secretariat and accountancy services : Kealie Franklin was approved for the purposes and would remain in secretariat role and continue to provide in house accountancy services.

Insurance services : Currently Hiscox Insurance. Kealie confirmed the position regarding Hiscox litigation and outlined the case and outcome relating to non payment for losses arising from COVID. Kealie also confirmed that TOPAS had suffered no losses but that all insurance companies were now adding the exclusion of losses arising from pandemics. Additionally, many companies are also excluding cyber attack and we had as a result purchased a cloud back-up to prevent disruption occurring from any attack. Since we do not use the website for payment for registration the only disruption would be loss of register. The register information can be downloaded as a CSV file.

Kealie would speak to the website development team to confirm that we can protect this.  
It was agreed by the Board that we would continue to use Hiscox.

### **Comments from attendees**

No questions received

### **Closing Remarks from outgoing and incoming Chairs**

From a TOPAS perspective it has been a pretty busy year. Quite a lot of specifications had been reviewed: 0600; 2130; 2500; 2505; 2515; 2516; 2541 and 2542 with ongoing work on others continuing.

A big thanks to all volunteers involved in TOPAS management and also volunteers involved in drafting of specifications, without whom the tasks would take very much longer and would be far more cumbersome.

On behalf of the Board thanks to Keith Manston for his huge efforts as Chair.

Venue for next AGM : TBC

Next AGM: 18th August 2022

Meeting End 10.34pm