

**TOPAS MANAGEMENT BOARD
ANNUAL GENERAL MEETING**

Minutes of meeting held Tuesday 16th August 2016

Department for Transport Offices, Great Minster House, 33 Horseferry Road, London SW1P 4DR

Attendees:

Sally Gibbons (Vice Chair)	Department for Transport
Mark Pleydell	ARTSM
Richard Ling	TSG (Cambs County Council)
Adrian Gray	TSG (Hants County Council)
Brian Lyus (Director)	ARTSM
Keith Manston	ARTSM
Cameron Ferguson	Transport Scotland
Roger Stainforth	ARTSM
Kealie Franklin	TOPAS Admin

Apologies:

Mark Cracknell (Chair)	TfL
Graeme Beckett	Transport NI
Graeme McQuaker	Transport Scotland
Ben Catchesides	Highways England
Merion Williams	Welsh Government
Wayne Duerden	Department for Transport

AGM Open by Director – Brian Lyus

Welcome and apologies accepted. Declared quorate.

Minutes & Matters Arising

Minutes of Previous AGM read and approved by Board.

Review Meetings for new specifications were confirmed as being open meetings.

No further matters arising.

Annual Report

BL gave an overview of the year for TOPAS. Confirmed key aims as per Terms of Reference. BL identified that TOPAS could not go live until 22nd April due to the delay in the TSRGD reforms. He confirmed that the total products registered so far were 135 – these products are those previously registered for HA Approval.

BL confirmed that there were presently several new products in the pipeline for TOPAS registrations but at the early stages. It was recognised there were some teething problems with understanding of the new system across the sector but that these were being ironed out as things went forward.

Funding availability had now come to an end and finances totalling £30,000 (£20,000 DfT; £5,000 ADEPT; £5,000 ARTSM) had been drawn upon. Balances indicate that there may be issues with cash flow in the next six months since we had no clear applications and the Board should consider further funding opportunities.

Adoption of Annual Report

The Board adopted the Director's report.

Presentation of Accounts

BL had received a breakdown of this year's financial position and discussed this with regard to the funding position. Accounts had not yet been drawn as the fiscal year end was July 31st. However, the Board were made aware of the breakdown of costs, made up of accountancy, website and administration and the comparison with 2014/15.

Adoption of Accounts

The Board accepted the breakdown of figures provided by BL.

Appointment of Accountants

Quote from accountancy firm discussed and Board agreed to appoint Phillips Dinnies.

Election of Management Committee

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

Chair – Sally Gibbons, Department for Transport

Vice Chair – Keith Manston, ARTSM

Directorship confirmed as Brian Lyus

Motions to AGM

AG to review Terms of Reference – agreed.

AG to include statement that TOPAS has no PSC – agreed.

Any other competent business

Person of significant control was explained to the Board, advice from accountants was given and decision taken was confirmed.

Companies House have been notified that there is no person of significant control. This was agreed on the basis that the 100% shareholder, had designated its voting rights to four members of ARTSM on the Board, alongside 8 other appointed members and that BL could be removed as Director by both ARTSM and TOPAS Board per its Terms of Reference.

Closing Remarks

BL thanked MC for services as Chair in his absence.

Meeting End

Next AGM date to be confirmed.