



Horticultural Trades Association Annual General Meeting 2023 Minutes
Horticulture House – 1st September 2023
Available to all HTA members via the AGM Webinar

Present:

Alan Down (AD)	HTA President
Fran Barnes (FB)	HTA CEO
James Barnes (JKB)	HTA Chairman
Alex Vick (AV)	HTA Finance Director

Apologies:

Vicky Nuttall (VN)	HTA Board member	GIMA
Sarah Daniel (SD)	HTA Council member	Pengelly Plant Centre

AD opened the meeting at 10.30am

AD welcomed all for joining via webinar and described how members were notified of the AGM in advance of the meeting. AD then introduced James Barnes – HTA Chairman, Fran Barnes – HTA CEO and Alex Vicks – HTA Finance Director.

AD gave a brief presidents update - As a result of the fighting in Ukraine, direct and indirect issues continue to affect the supply chain of both products and energy.

Whilst the impact of Covid has lessened in the last 12 months, its impact is still being felt and will be for many years to come across the UK and the wider world. Changes to working practice still provide opportunities for our industry. Plants and the many benefits they provide us, and the planet continues to be appreciated.

Our industry still has many challenges to face. Your Association has worked continuously to protect your interests. You will hear more of this shortly from James Barnes.

Over the last year I have received great support from the Board, Council, Committees and Team at Horticulture House and others and I sincerely thank each of you.

We have continued to work closely with other trade associations, and I also thank them for their willingness to share and collaborate.

As an industry I do believe we are much better connected than ever before and I'm sure this will continue.

AD advised that the meeting was quorate, and updated the apologies that were received -

Vicky Nuttall – GIMA & HTA Board member
Sarah Daniel - Pengelly Plant Centre & HTA Council member

AD outlined the procedures for voting on the resolutions either in the room or online, which require a simple majority in favour. Although no proxy forms were received prior to the meeting, 2 members have now submitted proxy votes.

Resolution 1, to approve the Minutes of the 2022 Annual General Council Meeting held via webinar on 9 September 2022, Dougal Philip - New Hopetoun Gardens, requested with regards to Resolution 5 in the 2022 minutes if it could be noted that the transfer of money from the Benevolent Fund to perennial is still ongoing.

Following this the motion to approve the minutes was passed.

AD gave an update on benevolent fund and advised that Perennial is already providing support for perspective beneficiaries.

AD then handed over to JKB for **Resolution 2** - the Chairman's update.

JKB reflected that the HTA has seen significant change this year, the most significant change being the recruitment of a new senior leadership team. The process starting last year when Jon Dixon - Director of Gifting Sales joined the organisation and David Denny was promoted to Director of Research and Insights, followed by the recruitment of Fran Barnes as Chief Executive Officer, Elia Johnson as Director of Marketing and Jennifer Pheasey as Director of Public Affairs. This has allowed the HTA to continue to expand its activities, including an almost weekly presence at Westminster, develop communication strategies, delivering more to members and our ability to gather and analyse data is gaining momentum.

Gifting equates to approx. 2 3rds of what we do, we have successfully negotiated contracts to ensure a positive future for the HTA, a key step to the HTA achieving a single gifting operating model.

JKB advised that we continue to build on our relationships with the likes of RHS, NFU, HCP & Plant healthy.

JKB financially advised that Net Assets reached a peak of £3.4 mill in 2021, giving us a cushion for any fall in investment income. 2022 saw a fall in net assets to 2.7 mill this still providing cover for future risks. Plans indicate a further decline in assets during 2023 and possibly 2024 and that a proportion of gifting liabilities are likely to not materialise through natural breakage.

JKB thanked everyone for the support they have given to HTA and the data they have provided, and to the HTA staff who have contributed over the past 12 months.

JKB handed over to FB.

FB has been continuously impressed with skills, knowledge, and passion for horticulture that staff have continued to deliver to our members.

Media presence has been strengthened, providing a strong platform enabling us to champion and promote horticulture and our political presence has increased in scale and impact.

Our presence at Chelsea flower show, supported our desire to be the go-to in horticulture organisation. FB advised there is a strong desire for us to do more to champion our sector and we will continue to grow over the next year, with a bigger profile and a more influential voice.

Services to members will continue to grow over the next year also.

The HTA is to represent you our members, the gifting scheme remains resilient, and sales redemption shows significant financial benefit to our members.

2024 will see the launch of internal 3-year strategy for growth, focusing on 3 main areas:

- Member engagement and recruitment
- Financial growth
- Political influence.

FB thanked all the members she has met over the past 9 months, who have inspired her to do more to represent this great sector.

FB then handed over to AV for the Annual Accounts - 2022.

AV began with some background financial information; the HTA is a not-for-profit association and therefore income is reinvested for the benefit of members on an annual basis. More than half the income is generated by the gifting scheme; a further 30% by membership subscriptions; and the rest is made up of events, preferred partner commission etc.

AV went on to say that HTA recognises income from the gifting scheme in two ways, from net commission at the point of sale and from breakage. Breakage means the value of gifting products not spent before the expiry date, and this varies on an annual basis.

Income is reinvested as follows, with three quarters of costs incurred in direct support of members, including lobbying, research, communication, gifting, and events. The remainder is in central overhead costs.

AV moved on to an overview of the 2022 financials. She confirmed that the statutory accounts will be published at Companies House after the AGM. The total outcome for the year was a decrease to net assets of £0.8m. This decrease was due to two factors, the first being a reduction in investment values and the second being a temporary reduction in gift card breakage. These items were highlighted at last year's AGM. Gift card breakage will remain suppressed until June 2024, the run-off period with our outgoing gift card partner.

Both breakage and investments represent the crystallisation of known risks, and in order to offset the expected reductions, the HTA Board was able to strengthen net assets to a record high of £3.4m last year. AV confirmed that underlying operating performance exceeded budget for 2022, and therefore the HTA's financial position remains robust and fit for the future.

AV continued with some more detailed comments on the profit & loss and balance sheet pages of the statutory accounts. She also confirmed that 2023 performance to date is slightly ahead of expectations with a modest recovery in investment values to the end of July.

AV asked if anyone had any questions: either now or later via email, then passed back to AD.

Resolution 3: To elect the Officers of the Association

1. The resolution to ratify the appointment of Fran Barnes as Director was passed
2. The resolution to ratify the re-appointment of Vicky Nuttall as Director was passed
3. The resolution to ratify the re - appointment of Jane Lawler as Director was passed

Johnston Carmichael, a top 20 independent audit firm with extensive not-for-profit experience, were recommended for appointment in 2021 by the HTA's Audit Committee. This resolution was passed, they were appointed as auditors in 2021 and HTA wished to retain their services for the remainder of 2023 and beyond into 2024. **Resolution 4**, the reappointment of Johnston Carmichael as Auditors was passed.

Resolution 5, the resolution to ratify the annual subscription rates for 2024 as per the document provided in member portal, was passed.

A question was asked about approval of the accounts AV advised that a resolution is not required as the accounts are passed by the board.

Dougal Philip thanked the HTA Committee and expressed congratulations and thanks to all.

Resolution 6, AD asked the room and the viewers online for **Item 6**, any other business. As there were none, AD declared the meeting closed at 11.15am.