

**FREEBRIDGE COMMUNITY HOUSING LIMITED**

**Minutes of the Annual General Meeting held on  
Monday 23 September 2013 at 6.35pm in  
The Ballroom, The Legacy Duke's Head Hotel,  
5 - 6 Tuesday Market Place, King's Lynn**

Note: The AGM was preceded by a presentation reviewing Freebridge's performance against its Business Plan, given by members of the Freebridge Management Team. The Annual Report 2013 and the Value For Money Self Assurance Statement 2012-13 were circulated to all those present.

**SHAREHOLDING MEMBERS PRESENT:**

**Independents:** Ray Johnson (Chairman)  
Matthew Brown  
Ian Pinches

**Tenants:**

Robert Abell	Bill Guyan
Trevor Allington	Joan Guyan
Teresa Baker	Michael Harpley
Steven Cable	David Harrison
Sylvia Calver	Peter Jackson
Trudi Clapperton	Vera Jackson
Michael Collison	Sheila James
William Cox	Celia Jayne
Barbara Davis	Robertas Labarauskas
Barbara Dewart	Katherine May
Leslie Elflett	Hilary McDonald
Christine Elflett	Albert Pywell
John Fox	Arunas Rimkus
Irene Gammon	Judith Roberts
Kirsty Gathercole	Michael Roberts
Simon Gathercole	Ernest Stannard
Christina Gill	Leslie Thurlow

**Council:** Councillor Adrian Lawrence

**NON-SHAREHOLDING BOARD MEMBERS PRESENT (permitted to speak at the Chairman's discretion but not permitted to vote):**

Lesley Bambridge  
Colin Sampson

**IN ATTENDANCE:**

Tony Hall	-	Chief Executive
Sean Kent	-	Deputy Chief Executive
Robert Clarke	-	Director of Housing
Colin Davison	-	Director of Property
Angus MacQueen	-	Company Secretary

Some Freebridge employees attended the Meeting as observers.

## **1. APOLOGIES**

Apologies for absence were received from the following Independent Shareholders: Steve Clark and Frazer Clement.

Apologies for absence were received from the following Tenant Shareholders: Adrienne Abell, Christine Cox, Penelope Duce, Edwin Evans, Colin Farrell, Leonard French, Angela French, Glenn Gillott, Paul Leader, Patricia Norman, Ralph Phillips, Donald Regester, Stafford Snell, Patricia Starr, Beatrice Whitfield and Emily Woodley.

Adrienne Abell had appointed Robert Abell as her proxy.  
Beatrice Whitfield had appointed the Chairman as her proxy.

## **2. MINUTES**

Having been duly proposed and seconded, it was

**RESOLVED:** That the minutes of the Annual General Meeting held on 17 September 2012 be confirmed as a correct record and signed by the Chairman.

## **3. AMENDMENTS TO THE RULES**

The Meeting considered suggested changes to the Rules. The Company Secretary explained the rationale behind the changes.

Having been duly proposed and seconded, it was

### **RESOLVED:**

- 1) That rule D2.4 of the rules of the Association be amended by deleting the words "Five tenant" at the start of the rule and replacing them with "Three".
- 2) That the rules of the Association be amended by inserting a new rule D2.7 to read

"Two board members shall be executive board members appointed in accordance with rule D6".

- 3) That the rules of the Association be amended through rule D3.4 being rescinded and replaced with the following:

"D3.4 Except for an executive board member a board member may be removed from the board by a resolution passed by a three quarters majority at a meeting of the board. An executive board member shall only cease to be a board member pursuant to the provisions of rule D7."

- 4) That the rules of the Association be amended by deleting the existing rule D4.2 and replacing it with:

"D4.2 Not more than five co-optees can be appointed to the board or to any committee at any one time pursuant to rule D4. Neither a local authority person or an employee of the association can be co-opted."

- 5) That the rules of the Association be amended by deleting the existing rule D6 and replacing it with:

"The association's chief executive and deputy chief executive from time to time shall be appointed as executive board members without any further formality."

- 6) That the rules of the Association be amended by inserting a new rule D7.9 to read:

"if they are an executive board member they cease to be the Association's chief executive or deputy chief executive;"

- 7) That the rules of the Association be amended by deleting the existing rule D8.1 and replacing it with:

"D8.1 At every annual general meeting one tenant board member shall retire from office."

- 8) That the rules of the Association be amended through the current rule D8.2 being amended to read:

"D8.2 the tenant board member to retire at each such annual general meeting shall be he or she who has been longest in office since they were last appointed as a tenant board member, but as between persons who became board members on the same day those to retire shall be chosen by lot provided that where a tenant board member is appointed as a consequence of the death or retirement (other than by operation of this sub-paragraph) of another tenant board member ("the predecessor"), the period of time for which the tenant board member shall have held office shall, for the purposes only of this sub-paragraph be deemed to include the period since the last election or appointment of the predecessor."

- 9) That the rules of the Association be amended through the current rule D13.1 being amended to read:

"D13.2 Five board members, or half of the board (whichever is lower) shall form a quorum PROVIDED THAT this includes at least one tenant board member, one independent board member, one executive board member and one council board member. The board may determine a higher number. The presence of an executive board member shall not be required during the board's discussion of any matters in which an

executive board member is required to withdraw pursuant to rule D17."

#### **4. THE BOARD'S ANNUAL REPORT TO THE ANNUAL GENERAL MEETING**

The Meeting received the Board's Annual Report, which included the following:

- financial statements for the period to 31 March 2013, including:
  - the revenue accounts and balance sheet for the last accounting period
  - the Auditor's report on those accounts and balance sheet
  - the Board's report on the affairs of the Association
  - the Board's statement of the values and objectives of the Association
  - a statement of the current obligations of Board Members to the Board and the Association
- a statement of the skills, qualities and experience required by the Board amongst its members
- the Policy for admitting new shareholders
- the Board's report on the Community Empowerment Strategy.

#### **5. APPOINTMENT OF AUDITOR**

Having been duly proposed and seconded, it was

**RESOLVED:** That Grant Thornton LLP be reappointed as Auditor of the Association.

#### **6. APPOINTMENT OF INDEPENDENT BOARD MEMBERS**

The Meeting considered the reappointment of two Independent Board Members, as recommended by the Board. The Company Secretary explained the background to the Board's recommendations.

Having been duly proposed and seconded, it was

**RESOLVED:**

- 1) That Frazer Clement be reappointed as an Independent Board Member until the 2016 AGM.
- 2) That Matthew Brown be reappointed as an Independent Board Member until the 2016 AGM.

*[Note: In the interests of probity, Matthew Brown did not vote on the above item.]*

**7. APPOINTMENT OF TENANT BOARD MEMBER**

The Meeting considered the reappointment of a Tenant Board Member, as recommended by the Board. The Company Secretary explained the background to the Board's recommendation.

**RESOLVED:** That John Fox be reappointed as a Tenant Board Member until the 2016 AGM.

*[Note: In the interests of probity, John Fox did not vote on the above item.]*

The Chairman said that, with effect from this Meeting, Bill Guyan was standing down after six years' service as a Tenant Board Member. The Chairman and the Chief Executive both thanked Mr Guyan for his hard work on behalf of Freebridge, not only as a Board Member but also, prior to that, as a member of the Tenants Of West Norfolk group.

**The meeting closed at 6.55pm.**

**CHAIRMAN**