

FREEBRIDGE COMMUNITY HOUSING LIMITED

**Minutes of the Annual General Meeting held on
Monday 17 September 2012 at 6.35pm in the
Corn Exchange, 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.

SHAREHOLDING MEMBERS PRESENT:

Independents: Ray Johnson (Chairman)
Steve Clark
Michael Jervis

Tenants: Steven Cable
Sylvia Calver
William Cox
Barbara Davis
Barbara Dewart
Edwin Evans
Irene Gammon
Simon Gathercole
Christina Gill
Joan Guyan
William Guyan
Michael Harpley
Susan Hope
Ernest Law
Paul Leader
Hilary McDonald
Neil Parnell
Albert Pywell
Donald Regester
Michael Roberts
Judith Roberts
Alan Smythe-Hudson
Ernest Stannard
Michael Stone
Colin Thomson
Leslie Thurlow
Jeanne Tunney
Emily Woodley

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	-	Assistant Director of Housing
Dave Clements	-	Assistant Director of Information Communications Technology and Office Services
Colin Davison	-	Assistant Director of Property Services
Malcolm Fry	-	Assistant Director of Finance
Michelle Playford	-	Assistant Director of Communications and Engagement
Angus MacQueen	-	Company Secretary

Some Freebridge employees attended the Meeting as observers.

1. APOLOGIES

Apologies for absence were received from the following Independent Shareholders: Matthew Brown and Ian Pinches.

Apologies for absence were received from the following Tenant Shareholders: Christine Cox, Christine Elflett, Leslie Elflett, John Fox, Angela French, Leonard French, Glenn Gillott, Valerie Gooding, Paul Harriman, Albert Havard, Richard Hegarty, Peter Jackson, Vera Jackson, Celia Jayne, Michael Jordan, Ralph Phillips, George Rushbrook, Patricia Starr, Margaret Warren and Beatrice Whitfield.

John Fox had appointed the Chairman as his proxy.

2. MINUTES

Having been duly proposed and seconded, it was

RESOLVED: That the minutes of the Annual General Meeting held on 20 September 2011 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 C18.3 be amended so that it reads "to elect tenant and independent board members".

- 2) That Rule D8.3 be deleted in its entirety and replaced with a new rule D8.3 which reads:

"If at an annual general meeting, the candidates for election as tenant board members (who shall be selected in accordance with the Association's board recruitment policy from time to time) do not exceed the number of vacancies on the board the chair shall declare those candidates to have been duly elected unless the meeting resolves not to accept such appointment. If the number of candidates exceed the number of vacancies the meeting shall elect the tenant board members by ballot in such a manner as the chair directs."

- 3) That Rule D8.4 be deleted in its entirety and replaced with a new rule D8.4 which reads:

"In an election at a general meeting every shareholder present in person or by proxy shall have one vote for every vacancy but shall not give more than one vote to any one candidate. Votes shall be counted in accordance with rule C9.2."

- 4) That a new Rule D8.5 shall be inserted which reads:

"In casting their votes in an election, shareholders shall endeavour to ensure that the board possesses the quality, skills and experience which the association has from time to time determined that it requires."

- 5) That Rule D9.3 be amended so that it reads:

"If at an annual general meeting, the candidates for election as independent board members (who shall be selected in accordance with the Association's board recruitment policy from time to time) do not exceed the number of vacancies on the board the chair shall declare those candidates to have been duly elected unless the meeting resolves not to accept such appointment. If the number of candidates exceed the number of vacancies the meeting shall elect the independent board members by ballot in such a manner as the chair directs."

- 6) That Rule D11.2 be amended so that it reads:

"In addition a candidate who is not retiring as an independent board member or a tenant board member must be nominated in writing by a shareholder and recommended by the board."

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 2012, 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 Chairman referred the Meeting to the report of the Chairman of the Board Member Recruitment Panel, which was included with the agenda. The report explained the background to the Board's recommendations in respect of the appointment of Independent Board Members.

The Chairman said that, with effect from this Meeting, Michael Jervis was standing down as an Independent Board Member. Mr Jervis had served on the Board since Freebridge had been established in anticipation of the housing stock transfer that had taken place in 2006. The Chairman thanked Mr Jervis for his hard work on behalf of Freebridge, and wished him all the best for the future.

The Chairman highlighted that the Board was recommending that Frazer Clement replace Mr Jervis on the Board. Mr Clement would assume the term of office held by Mr Jervis; this had one year left to run, until the 2013 AGM.

Having been duly proposed and seconded, it was

RESOLVED:

- 1) That Ray Johnson be reappointed as an Independent Board Member until the 2015 AGM.

- 2) That Frazer Clement be appointed as an Independent Board Member until the 2013 AGM.

[Note: In the interests of probity, Ray Johnson did not vote on the above item.]

7. NOTICE OF APPOINTMENT OF TENANT BOARD MEMBERS

The Chairman referred the Meeting to the report of the Company Secretary, which was included with the agenda and which set out progress on the recruitment of Tenant Board Members.

The Chairman said that, with effect from this Meeting, Sylvia Calver and Irene Gammon were standing down as Tenant Board Members. Mrs Gammon had served on the Board since Freebridge had been established in anticipation of the housing stock transfer that had taken place in 2006, whilst Mrs Calver had joined just a few months after the stock transfer. The Chairman thanked Mrs Calver and Mrs Gammon for their hard work on behalf of Freebridge, and wished them all the best for the future.

The Chairman highlighted that Simon Gathercole had been appointed as a Tenant Board Member until the 2015 AGM. There remained one vacancy for a Tenant Board Member, and efforts were in progress to fill this.

The meeting closed at 6.50pm.

CHAIRMAN