

**FREEBRIDGE COMMUNITY HOUSING (FCH) LIMITED**

**Minutes of the Annual General Meeting held on  
Monday 17 September 2007 at 7.00pm in the  
Council Chamber, Town Hall,  
Saturday Market Place, King's Lynn**

**SHAREHOLDING MEMBERS PRESENT:**

**Tenants:** Michael Stone (Vice-Chairman in the Chair)  
Philip Anderson  
Sylvia Calver  
Irene Gammon  
Paul Leader

**Independents:** Jon Allen  
Anita Barnard  
Michael Jervis

**Council:** Councillor David Harwood

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

Geoffrey Hipperson  
Michael Langwade  
Garry Sandell  
Elizabeth Watson  
Tony White

**IN ATTENDANCE:**

Tony Hall	-	Chief Executive and Company Secretary
Sean Kent	-	Finance and Information Director
Christopher Smith	-	Housing Director
Gill Rejzl	-	Business and Performance Manager
Angus MacQueen	-	Governance Officer

A number of representatives of Tenants Of West Norfolk (TOWN) and some senior members of FCH staff attended the Meeting as observers.

**1. APOLOGIES**

An apology for absence was received from Pat Southgate. No notices of proxy had been received.

**2. MINUTES**

The minutes of the Annual General Meeting held on 25 September 2006 were confirmed as a correct record and signed by the Chairman.

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

The Meeting considered suggested changes to the Rules. The Chief Executive and Company Secretary explained the rationale behind the changes. He confirmed that both the Borough Council of King's Lynn and West Norfolk and the Royal Bank of Scotland (FCH's funders) had been consulted and had indicated that they were content with the proposed changes. The Housing Corporation had indicated in principle agreement with the changes.

Having been proposed by Paul Leader and seconded by Anita Barnard, it was

#### **RESOLVED:**

- 1) That the Rules of the Association be altered by deleting Rule C30 in its entirety and replacing with:

*On a show of hands every shareholder present in person and on a ballot every shareholder present in person or by proxy shall have one vote. Votes shall be counted in accordance with Rule C9.2. In the case of an equality of votes the chair of the meeting shall not have a second or casting vote.*

- 2) That the Rules of the Association be altered by deleting Rule E2 in its entirety and replacing with:

*The chair on election shall hold office until the commencement of the first board meeting after the next annual general meeting of the association (or until the chair resigns as chair or ceases to be a board member). The first item of business for any board meeting when there is no chair or the chair is not present shall be to elect the chair. The chair shall at all times be a shareholder and a board member except in the case where the chair is a council board member in which case the chair shall not be required to be a shareholder. In the case of an equality of votes at a meeting of the board the chair shall have the casting vote.*

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

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

- The Board's statement of the values and objectives of the Association
- The Board's report on the obligations of Board members to the Board and the Association

- The Board's report on 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 – the Freebridge Empowerment Model
- Financial statements for the period to 31 March 2007, 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.

## **5. APPOINTMENT OF AUDITOR**

Having been proposed by Philip Anderson and seconded by Paul Leader, it was

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

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

Garry Sandell, the Chairman of the Board's 2007 Independent Board Member Recruitment Committee, explained that, under the Association's Rules, two Independent Board members had been required to stand down with effect from this Meeting. Michael Jervis and Pat Southgate had duly stood down, but both had applied for reappointment. A further Independent Board member, Barry Grant, had since resigned from the Board.

Garry Sandell described the process undertaken to select Independent Board members and presented the Committee's recommendations to the Meeting.

Having been proposed by Paul Leader and seconded by Jon Allen, it was

**RESOLVED:** That, in line with the recommendations of the 2007 Independent Board Member Recruitment Committee:

- Michael Jervis and Pat Southgate be reappointed to the Board.
- Brian Hillman be appointed to the Board to fill the vacancy created by the resignation of Barry Grant.

*[Note: Michael Jervis did not vote on the above item.]*

## **7. NOTICE OF APPOINTMENT OF TENANT BOARD MEMBERS**

The Chief Executive and Company Secretary explained that, under the Association's Rules, two Tenant Board members had been required to stand down with effect from this Meeting. Paul Leader and Michael Stone had duly

stood down, but both had applied for reappointment. Furthermore, the Rules required that, with effect from this Meeting, the number of Council Board members reduce from five to three and the number of Tenant Board members increase from five to seven. The result was that there were four vacancies for Tenant Board members.

The Chief Executive and Company Secretary described the process undertaken to select the new Tenant Board members. In accordance with policy, Tenants Of West Norfolk (TOWN) were required, where possible, to nominate candidates for election by the whole tenant body. However, In view of the large number of vacancies this year, it had not been possible for TOWN to identify enough candidates to initiate an election. After a rigorous process, TOWN had identified four individuals to fill the four vacancies. The Chief Executive and Company Secretary then announced that the four incoming tenant Board members were: Paul Leader, Michael Stone, Bill Guyan and Barbara Davis.

The Chief Executive and Company Secretary congratulated the four individuals concerned.

**The meeting closed at 7.35pm.**

**CHAIRMAN**