

FREEBRIDGE COMMUNITY HOUSING (FCH) LIMITED

**Minutes of the Annual General Meeting held on
Monday 21 September 2009 at 7.25pm in the
Corn Exchange, Tuesday Market Place, King's Lynn**

SHAREHOLDING MEMBERS PRESENT:

Tenants: Michael Stone (Chairman)
David Barlow
Sylvia Calver
Lord Guy de Montfort
Penny Duce
Irene Gammon
Bill Guyan
Albert Havard
Louise Jones
Ernest Law
Paul Leader
Sylvia Pomeroy
Patricia Starr

Independents: Brian Hillman
Michael Jervis
Ray Johnson
Pat Southgate

Council: Councillor Alistair Beales

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

Geoffrey Hipperson
Colin Sampson
Tony White

IN ATTENDANCE:

Tony Hall	-	Chief Executive and Company Secretary
Sean Kent	-	Finance and Information Director
Kassie Melnyk	-	Interim Operations Director
Angus MacQueen	-	Governance Officer

Some members of FCH staff attended the Meeting as observers.

1. APOLOGIES

Apologies for absence were received from Caroline Comben, Barbara Davis, Valerie Gooding and Peter Wilkinson. No notices of proxy had been received.

[An apology for absence was received from Nigel Donohue subsequent to the meeting.]

2. MINUTES

Having been proposed by Paul Leader and seconded by Bill Guyan, it was

RESOLVED: That the minutes of the Annual General Meeting held on 22 September 2008 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 Chief Executive and Company Secretary explained the rationale behind the changes. He confirmed that TOWN (Tenants of West Norfolk), RBS (FCH's funders) and the Borough Council of King's Lynn and West Norfolk had all been consulted and had indicated no objection to the changes.

Having been proposed by Bill Guyan and seconded by Pat Southgate, it was

RESOLVED: That the Rules of the Association be amended by rescinding Rule D8.1 and replacing it with the following words:

D8.1 At the annual general meeting of the Association in 2010 and every subsequent annual general meeting tenant board members shall retire from office in the following rotation:

- (i) at the annual general meeting in 2010, two tenant board members shall retire;*
- (ii) at the first subsequent annual general meeting, a further two tenant board members shall retire;*
- (iii) at the second subsequent annual general meeting, a further two tenant board members shall retire; and*
- (iv) at the third subsequent annual general meeting, a further tenant board member shall retire*

and so forth such that the tenant board members shall subsequently retire in a rotation which mirrors that in sub-paragraphs (i) to (iv).

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 2009, 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 proposed by Paul Leader and seconded by Ray Johnson, it was

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

6. APPOINTMENT OF INDEPENDENT BOARD MEMBERS

The Chairman explained that, following last year's AGM, there had been two vacancies for Independent Board members, after a recruitment process over the summer of 2008 had failed to yield suitable candidates.

There had followed a further recruitment process, as a result of which the Board had been able to make appointments to both of the vacancies in December 2008. Under the Rules, the Board was permitted to fill Independent Board member vacancies until the next AGM.

Nigel Donohue had been appointed to the vacancy created by the retirement of Anita Barnard, and the Board was therefore recommending that the Meeting appoint him as a Board member until the 2011 AGM, in line with the term of office previously held by Anita Barnard.

Ray Johnson had been appointed to the vacancy created by the resignation of Jon Allen, the term of office ending at this AGM. In normal circumstances, there would have been a recruitment process earlier this year, but, as Ray had only recently been successfully through a recruitment process and had shown himself to be a competent Board member, the Board had felt that it would be an unnecessary use of resources to seek further candidates. The Board was, therefore, recommending that Ray Johnson be appointed as an Independent Board member until the 2012 AGM.

Having been proposed by Paul Leader and seconded by Sylvia Pomeroy, it was

RESOLVED:

- 1) That Nigel Donohue be appointed as an Independent Board member until the 2011 AGM.
- 2) That Ray Johnson be appointed as an Independent Board member until the 2012 AGM.

[Note: Ray Johnson did not vote on the above item.]

7. NOTICE OF APPOINTMENT OF TENANT BOARD MEMBERS

The Chief Executive and Company Secretary explained that there was one vacancy for Tenant Board membership, created through the end of the term of office of Sylvia Calver.

The Chief Executive and Company Secretary said that, after a rigorous process, facilitated by an independent consultant, TOWN had identified one candidate, namely Sylvia Calver, to fill the vacancy. The Chief Executive and Company Secretary therefore announced that Sylvia Calver had been reappointed to the Board, until the 2013 AGM.

The Chief Executive and Company Secretary stated that Karen Thomson had been appointed as a Tenant Board member with effect from the 2008 AGM. However, she had had to decline the appointment, for personal reasons. TOWN had selected Irene Gammon to be reappointed to the Board in October 2008, to fill the consequent vacancy, until the 2012 AGM.

The meeting closed at 7.40pm.

CHAIRMAN

Note: The AGM was preceded by a presentation on FCH's Business Plan, given by the Chief Executive and Company Secretary and the Finance and Information Director.

Following the conclusion of the AGM, the Interim Operations Director gave a presentation on FCH's customer care initiatives.