

FREEBRIDGE COMMUNITY HOUSING LIMITED

**Minutes of the Annual General Meeting held on
Tuesday 20 September 2011 at 7.05pm in the
Corn Exchange, Tuesday Market Place, King's Lynn**

Note: The AGM was preceded by a presentation on Freebridge's achievements over the past year, given by the Chief Executive, the Executive Director (Resources) and the Executive Director (Operations).

SHAREHOLDING MEMBERS PRESENT:

Independents: Ray Johnson (Chairman)
Matthew Brown
Nigel Donohue
Michael Jervis
Ian Pinches

Tenants: Philip Anderson
Teresa Baker
Brian Baylis
Steven Cable
Sylvia Calver
Barbara Davis
Barbara Dewart
Leslie Elflett
Christine Elflett
Edwin Evans
Angela French
Leonard French
Irene Gammon
Albert Havard
Susan Hope
Sheila James
Ernest Law
Hilary McDonald
Stephen Orchard
Amanda Orchard
Sylvia Pomeroy
Donald Regester
Michael Roberts
Judith Roberts
George Rushbrook
Colin Thomson
Jeanne Tunney

Council: Councillor Brian Long

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	-	Executive Director (Resources)
Abigail Ellis	-	Executive Director (Operations)
Angus MacQueen	-	Company Secretary

Some members of Freebridge staff attended the Meeting as observers.

1. APOLOGIES

Apologies for absence were received from Madeline Carr, Robina Cullen, Lord Guy de Montfort, Penny Duce, Valerijs Frolovs, Bill Guyan, Joan Guyan, Paul Harriman, Richard Hegarty, Peter Jackson, Vera Jackson, Paul Leader, Ralph Philips, Ernest Stannard, Patricia Starr, Margaret Warren and Peter Wilkinson. No notices of proxy had been received.

2. MINUTES

Having been duly proposed and seconded, it was

RESOLVED (unanimously): That the minutes of the Annual General Meeting held on 21 September 2010 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 explained the rationale behind the changes. He confirmed that consultation had been undertaken with key stakeholders and that this had raised no objection to the changes.

Having been duly proposed and seconded, it was

RESOLVED (unanimously):

- 1) That rule D2 of the Association's rules be deleted and replaced with the following words:

"D2 The board shall consist of twelve board members PROVIDED THAT in the event that the number of board members shall consist of fewer than twelve and/or otherwise does not comprise of the numbers set out in this Rule D2 the remaining board members shall use all reasonable

endeavours to appoint further board members and may act notwithstanding this rule.

D2.2 Two board members shall be Council board members appointed in accordance with rule D10.

D2.3 No more than four board members shall be local authority persons.

D2.4 Five tenant board members shall be tenant board members appointed in accordance with rule D8.

D2.5 No more than five board members may be tenants.

D2.6 Five board members shall be independent board members appointed in accordance with rule D9."

2) That rule D8.1 of the Association's rules be deleted and replaced with the following words:

"D8.1 At the annual general meeting of the Association in 2012 and every subsequent annual general meeting tenant board members shall retire from office in the following rotation:

(i) at the annual general meeting in 2012, two tenant board members shall retire;

(ii) at the first subsequent annual general meeting, a further two tenant board members shall retire; and

(iii) at the second 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 subparagraphs (i) to (iii)."

3) That in rule D10 of the Association's rules the word "three" is to be deleted and replaced with "two".

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 2011, 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 (unanimously): 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, Nigel Donohue was standing down as an independent board member, after three years of service. He thanked Mr Donohue for his hard work and tremendous contribution to the Board, and wished him all the best for the future.

Having been duly proposed and seconded, it was

RESOLVED:

- 1) That Ian Pinches be reappointed as an independent board member until the 2014 AGM.
- 2) That Steve Clark be appointed as an independent board member until the 2014 AGM.

[Note: In the interests of probity, Ian Pinches 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 highlighted that Paul Leader had been reappointed to the Board until the 2014 AGM. There remained one vacancy for the recruitment of a tenant board member, and efforts were in progress to fill this.

The meeting closed at 7.25pm.

CHAIRMAN