

## Minutes

### 14<sup>th</sup> Annual General Meeting – Hybrid in-person/virtual Wednesday 28 September 2022, Newport City Homes, Nexus House

#### Present

##### Participating share members:

Mike Usher (in person)	Gillian Healey	Michael Bullock
Jayne Rose (in person)	Deborah Loosmore	Janice Morgan
Mamoun Bashir (in person)	Mark Harris	David Johnson
Kevin Ward	Michael Moore	Brenda Secker
Nicola Somerville (in person)	Vivian Beagen	Darren Newman
Christian Cadwallader (in person)	Georgina Knight	Suzanne Porretta
Chris Sutton (in person)	Richard Powell	John Sidney
Guy Stenson (in person)	Nigel Garbutt	Terrance Cutts
Roderick Thomas	Anthony Williams	Christopher England
Reginal Orford	Lindsey Hayes	Emmanuel Betokomela
Margaret Roberts	Peter Hamill	Keith Wood
Richard Westhead	Colin Lloyd	Helen Tarling
Cherrel McDonnell	Geraint Griffiths	Brian Kilvington
Ann Roberts	Terence Roberts	Peter Monaghan (in person)
Gareth Price (Newport City Council)	James Tarrant	Alan Cohen (in person)
John Harry		

#### Guests:

Robiu Salisu	Outgoing board member co-optee
Dale Walker	Incoming board member
Alison Vickers	Bevan Buckland external auditors

#### NCH:

Ceri Doyle	Chief Executive (CEO)
Joanna Fairley	Deputy Director of Governance & Company Secretary
Gareth Yeoman-Evans	Executive Director of Finance & Resources
Matthew Davies	Executive Director of Development
Sonia Furzland	Executive Director of Operations
Stephanie Bradley	Director of Corporate Services
Sharon Wilkins	Deputy Director of Homes & Communities
Chris John	Strategy, performance & risk lead
Julie Summerhayes	Deputy Director of People

#### 1. CEO welcome and introductions

- 1.1 The Chief Executive (CEO), Ceri Doyle, opened the meeting at 1630, welcoming share members, both in person and virtually, board members and guests to the 14<sup>th</sup> Newport City Homes (NCH) annual general meeting (AGM), the second hybrid AGM at Nexus House and last AGM of the chair, Nicola Somerville, upon her retirement having served her maximum of nine years.

- 1.2 The CEO ran through the evening's proceedings, in respect of GDPR and the deletion of the AGM recording when a full draft of the minutes had been completed.
- 1.3 The CEO went on to introduce the board chair, Nicola Somerville, board vice chair, Christian Cadwallader and Joanna Fairley the NCH company secretary. The CEO welcome in person and virtual members, the executive director for finance & resources, Gareth Yeoman-Evans and Alison Vickers from Bevan Buckland, the association's external auditors.
- 1.4 The CEO explained the board's decision in choosing this hybrid approach for a second year, being due, at the time of preparing for the AGM in July 2022, the unknown risk of Covid and possible accompanying restrictions. The CEO continued that next year consideration was being given to returning to a "face to face" approach which would take account of feedback from share members whilst incorporating some of the benefits of virtual and hybrid meetings.
- 1.5 The CEO continued that whilst Covid was hopefully behind us, we continued to live with the impacts of the pandemic, along with the new challenges of the cost of living crisis, the war in Ukraine, supply chain increasing labour and materials costs and the continuing housing crisis. The CEO went on to highlight the ways in which the association had been working hard to support and help customers at this time by securing additional income to support those in specific need, the below-inflation rent uplift for 2022/23 and the continued focus on building high quality design and energy efficient homes fit for the future to support reduced fuel poverty.
- 1.6 The CEO thanked all NCH customers, colleagues and partners for their support across the last 12 months and was pleased to see people continuing to volunteer across our communities and reconnecting with friends and neighbours during the reintroduction of community events across the summer.
- 1.7 The CEO concluded by summarising the virtual "business only" AGM, adding that questions received in advance of the AGM would be published on the NCH website, whilst direct responses would be provided to those specifically raising personal circumstances.
- 2. Board chair – welcome**
- 2.1 The board chair welcomed and thanked those in attendance at the association's second hybrid AGM and her last AGM. The chair remarked on how pleased she was to see share members attending both virtually and in person. The chair continued by reflecting on how quickly her time had gone with NCH, since joining in 2013 and taking up board chair appointment in May 2018. The chair shared a number of noteworthy achievements across that time, achieved as a collective, by board, customers and colleagues.
- Finalising the WHQS programme in the three tower blocks

- Achieving the Welsh Housing Quality Standard
- Following the Grenfell tragedy in June 2017, putting in place, at pace, for the safety of our customers, fire wardens, installing sprinklers, removal and replacement of cladding and the fitting of carbon monoxide alarms
- Opening of the city centre office - @ 195, recognising that Nexus House was not the easiest place to access by customers
- Approval of the £7.9m regeneration programme, improving communities across the city and providing new homes
- Approval of the development programme which has, to date, seen completed schemes at Glen Court, Albany Chambers, the former Centurion Public House, Caerau Road, the former Kings Hotel, Charles Street, Cot Farm and Coverack Road together with 11 new homes created as part of our regeneration scheme in Pill
- Completion of refinancing of existing loans which had improved financial viability and supported us in being in a strong financial position to continue to address the challenges being faced by the sector and our communities
- In 2020, holding our first virtual AGM, testament as to how robust we are as an organisation, meeting the needs of customers and the regulator as a result of Covid-19
- Supported in a variety of ways, customers and colleagues throughout Covid-19.

2.2 The chair added how proud and privileged she had been to be part of the evolution of the strategic planning framework, the launch of the association's values, strategies 2020 and 2025 as well as the three strategic commitments of growth, environmental sustainability and equality diversity and inclusion. The chair concluded that she was leaving NCH in the knowledge that all the previous hard work everyone had contributed toward had made NCH and its communities both stronger and, more importantly, cohesive for all future challenges, as well as being a place where future generations would choose to live.

2.3 The chair went on to formally open the AGM, and confirmed the contents of the AGM pack, which was sent out in advance of the meeting, either electronically or by post, which contained the minutes of the 13<sup>th</sup> AGM, the AGM notice, proxy voting form, financial statements, 2021 questions and answers, Scrutiny Partnership's Residents at the Heart assurance report and the pen profiles of board members.

### 3. **Item 1 – Apologies for absence**

3.1 The chair confirmed that apologies had been received from Lynda Sagona, incoming board chair and incoming board members Andrew Gregory and Sarah Croft.

### 4. **Item 2 – Minutes of the last meeting – 15 September 2021**

- 4.1 The chair confirmed the outcome of the proxy vote found 33 in favour and 3 abstentions for noting the 15 September 2021 minutes as a true and accurate record.

**Resolution: The minutes of the last AGM held on 15 September 2021 were accepted as a true and accurate record.**

**5. Item 3 – Financial Statements**

- 5.1 The chair confirmed the outcome of the proxy vote found 33 in favour and 3 abstentions for noting the association’s Financial Statements for the year ending the 31 March 2022.
- 5.2 The chair added that Bevan Buckland, external auditors, had reported that the association’s accounts were prepared in accordance with applicable accounting standards and are a true and fair view of the association and can be relied upon.

**Resolution: The association’s financial statements for year ending 31 March 2022 was noted.**

**6. Item 4 – Approve the re-appointment of Bevan Buckland – external auditors**

- 6.1 The chair confirmed the outcome of the proxy votes found 32 in favour, 1 against and 2 abstentions for approving the re-appointment for a further year of Bevan Buckland as the association’s external auditors for the period until the next Annual General Meeting.

**Resolution: Bevan Buckland, the association’s external auditors were approved for appointment for the period until the next AGM.**

**7. Item 5 – Noting board membership**

- 7.1 The chair commented on the board chair and member recruitment campaign in May and June 2022 which used an external independent consult to support the campaign and selection process. The chair continued that selection panels for the roles of chair and board members were made up of the board chair, board vice chair Christian Cadwallader, board members James Tarrant and Chris Sutton, and was supported by the CEO, Ceri Doyle and company secretary Joanna Fairley.
- 7.2 The chair continued that the selection panels were challenged in considering the skills, experience and knowledge of Newport of the candidates called for interview, and were faced with hard choices given the quality of candidates. The panel made its recommendations to the board at its 27 July meeting, which were approved.
- 7.3 The chair confirmed the outcome of the proxy vote found 33 in favour and 2 abstentions for noting the retirement from the board of Nicola Somerville, as board chair.

- 7.4 The chair confirmed the outcome of the proxy votes found 31 in favour and 3 abstentions for noting the retirement from the board of Robiu Salisu, Anne Wildeman and Samantha Williams.
- 7.5 The chair confirmed the outcome of the proxy votes found 32 in favour, 1 against and 3 abstentions for the re-appointment of Chris Sutton to serve on the board for a further term of office following recent selection panel considerations and recommendation to the board.
- 7.6 The chair confirmed the outcome of the proxy votes found 30 in favour, 1 against and 3 abstentions for the appointment to serve on the board, following the recent successful recruitment campaign and recommendation to the board of:
- Lynda Sagona, board chair
  - Andrew Gregory
  - Dale Walker
  - Dr Jenifer Baxter
  - Sarah Ann Croft
- 7.7 The chair confirmed the outcome of the proxy votes found 30 in favour, 1 against and 3 abstentions for confirmation of the board membership for the coming year of:
- Lynda Sagona
  - Christian Cadwallader
  - Guy Stenson
  - Kevin Ward
  - James Tarrant
  - Christopher Sutton
  - Mike Usher
  - Andrew Gregory
  - Dale Walker
  - Dr Jenifer Baxter
  - Sarah Ann Croft
- 7.8 The chair concluded that, in accordance with the association's rules, as the number of candidates for appointment did not exceed the number of vacancies on the board, she declared the eleven members as duly appointed.

**Resolution: Board membership for the following year was noted.**

8. The chair thanked and said goodbye to the retiring board members of this year, who had held responsible positions on the board and its committees, giving of their time, commitment and knowledge to the association and wished them good luck for the future.

- 8.1 The chair went on to thank current and past board members, colleagues and customers for their support, and to board as a whole noting that by remaining true to NCH values the association had a great board and leadership team to take the association forward. The chair thanked particularly, Ceri Doyle for her outstanding support upon the chair's appointment as a board member and subsequently as board chair. The chair was confident that Lynda Sagona, the incoming board chair, would take forward the association based upon the values and principles which had been held and improved upon since 2009, and was surrounded by a talented and committed group of people.
- 8.2 The chair concluded by thanking those members who had submitted their questions, which together with responses would be published on the website following the AGM and would be included in next year's AGM pack for information and individual replies to members provided.
9. The CEO concluded the 14<sup>th</sup> AGM by thanking the chair, on behalf of colleagues and the board for the tireless commitment to NCH, her hard work and commitment to the association since 2013 to improve the lives of NCH customers, communities and colleagues.
- 9.1 The CEO & chair went on to formally welcome Lynda Sagona as the association's new chair and looked forward to working with her and continuing to deliver the association's commitments to customers, communities and colleagues over the coming years.
- 9.2 The CEO, on closing the AGM, reminded share members to provide Ben West with feedback as to how to improve the AGM experience which would be considered when planning next year's AGM.
- 9.3 The CEO thanked members for attending and closed the AGM at 16:48.