

Minutes

13th Annual General Meeting – Hybrid Virtual

Wednesday 15 September 2021, at 1800, Newport City Homes, Nexus House

Present:

Participating share members by proxy voting and/or physical/virtual attendance:

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| Ms Nicola Somerville board chair | Miss Lyndsey Hayes | Mr Darren Newman |
| Mr Kevin Ward (BM) | Mr Mark Harris | Ms Christine Oakey |
| Mr Guy Stenson (BM) | Ms Pamela Harrison | Mr Desmond Penk |
| Mr Christian Cadwallader (BM) | Mrs Gillian Healey | Mrs Shirley Phillis |
| Mr James Tarrant (BM) | Mrs Patricia Husselbee | Mrs Suzanne Porretta |
| Mrs Janice Morgan (BM) | Mr David Johnson | Mr Richard Powell |
| Mrs Carolyn Barnett | Mrs Christine Kemp-Philp | Mr Gareth Price |
| Mrs Vivian Beagan | Mr Gwyn Kemp-Philp | Mrs Ann Roberts |
| Mr Emmanuel Betokomela | Mrs Georgina Knight | Mrs Margaret Roberts |
| Mr Graham Briscoe | Mrs Ruth Knights | Mr Terence Roberts |
| Mr Alan Cohen | Mr Colin Lloyd | Mrs Roseann Savross |
| Mr Christopher England | Ms Deborah Loosmore | Mrs Brenda Secker |
| Mr Paul Everitt | Ms Avril Lockett-Wilding | Mr John Sidney |
| Mr Nigel Garbutt | Miss Cherrel McDonnell | Mr Roderick Thomas |
| Mr Peter Hamill | Mr Peter Monaghan | Mr Richard Westhead |
| | Mr Mehrdad Movahed | Mr Anthony Williams |
| | | Mr Keith Wood |

Guests:

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|-------------------|----------------------------------|
| Alison Vickers | Bevan Buckland external auditors |
| Mike Usher | Board member co-optee |
| Robiu Salisu | Board member co-optee |
| Anne Wildeman | Board member co-optee |
| Samantha Williams | Board member co-optee |

NCH:

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| Ceri Doyle | Chief Executive (CEO) – present at Nexus House |
| Gareth Yeoman-Evans | Executive director of finance and resources (EDofF&R) |
| Sonia Furzland | Executive director of operations (EDofOps) |
| Joanna Fairley | Head of governance & compliance/Company Secretary (HdofG&C)/(CS) – present at Nexus House |
| Gill Sherman | Registration and share member support – present at Nexus House |
| Katrina Rigby | Governance Officer (GO) – minutes |

1. CEO welcome and introductions

1.1 The Chief Executive (CEO), Ceri Doyle, opened the meeting at 18:00, welcoming share members, board members and guests to the 13th and first hybrid Newport City

Homes (NCH) annual general meeting (AGM). The CEO asked and received no objections from share members to record the AGM, which would be deleted once the minutes were drafted.

- 1.2 The CEO went on to introduce the board chair Nicola Somerville, who would be leading the AGM, remuneration committee chair Kevin Ward, and Joanna Fairley, the NCH company secretary (CS). The CEO also welcomed Gareth Yeoman-Evans, executive director for finance and resources (EDofF&R), and Sonia Fuzland, executive director of operations (EDofOps), both having joined the association during the last year, and Alison Vickers, the association's external auditor from Bevan Buckland, attending virtually.
- 1.3 The CEO explained the board's decision to hold a hybrid meeting to provide a number of those share members with limited digital access the opportunity to attend the AGM in person at Nexus House.
- 1.4 The CEO highlighted the impacts of the pandemic upon wellbeing and financial concerns, reflecting on the losses that people had experienced as well as the resilience shown by colleagues and customers during the last 18 months. The CEO extended the board's thanks for the patience and support shown by colleagues, customers and partners during this time, and commented on the strength and cohesion of communities in coming together to support food banks, checking on neighbours, help with shopping and decorating windows to thank front-line workers.
- 1.5 The CEO continued that, as already mentioned, the AGM, in line with the general data protection regulation (GDPR), was being recorded and would be deleted following final review of the draft minutes. The CEO went on that the board had agreed a business only meeting, covering agenda items only, and reminded share members that the association was always open for business and could be contacted through multiple channels, and any specific questions about the AGM could be sent to the governance officer (GO). The CEO advised that in order to reduce any background noise, all attendees would remain muted during proceedings.
- 1.6 The CEO reminded share members that proxy voting had taken place in advance of the meeting, the outcome of which would be noted for each agenda item, and share members were also given the opportunity to ask questions in advance, with all questions and responses being published on the NCH website following the meeting and individual responses posted to those members who had submitted questions.
- 1.7 The CEO added that if share members had any additional questions or feedback from the meeting, to please forward these to the GO, for collection and responses.
- 1.8 Before handing over to the chair, the CEO advised that if any participants had technical difficulties, the meeting would continue whilst they logged out and reconnected back into the meeting.

2. Board chair welcome and introductions

2.1 The chair welcomed members and thanked everyone for joining the first hybrid AGM, both virtually and in person at Nexus House. The chair reflected on what a difficult year it had been and how well customers and colleagues had adapted to the challenges faced and reiterated that, by taking a hybrid approach to the AGM, the board hoped to keep everyone safe.

2.2 The chair formally opened the first hybrid AGM and confirmed that members had received in advance, either electronically or by post, the member's proxy voting and question form, the minutes of the previous AGM, questions raised and answers provided following the 2020 AGM, the financial statements, the scrutiny partnership's residents at the heart assurance report, and pen profiles of board members.

3. Item 1 – Apologies for absence

3.1 The chair confirmed apologies were received from Mr Christopher Sutton, board member.

4. Item 2 - Minutes of the last AGM held on 23 September 2020

4.1 The chair confirmed the outcome of the proxy vote which found 40 in favour of noting the minutes of the AGM held on 23 September 2020 as a true and accurate record of that meeting with one abstention.

Resolution: The minutes of the 23 September 2020 annual general meeting were accepted as a true and accurate record.

5. Item 3 – Financial statements 2020/21

5.1 The chair confirmed the outcome of the proxy vote which found 40 in favour of noting the association's financial statements for the year ending 31 March 2021 with one abstention. The chair added that Bevan Buckland, the association's external auditors, had reported that the association's accounts were prepared in accordance with applicable accounting standards and were a true and fair view of the association and could be relied upon.

Resolution: The association's financial statements for year ending 31 March 2021 were noted.

6. Item 4 –The appointment of Bevan Buckland external auditors

6.1 The chair confirmed the outcome of the proxy vote which found 38 in favour of approving the appointment for a further year, up until the next AGM, of Bevan Buckland, the association's external auditors, with four abstentions.

Resolution: Bevan Buckland, the association's external auditors were approved for appointment for a further year, up until the 2022 AGM.

7. Item 5 – Noting board membership

7.1 The chair explained that the board had undertaken a virtual recruitment campaign in May and June 2021, with delegated responsibility to a selection panel made up of the chair, Janice Morgan, then chair of the remuneration committee, and Kevin Ward, then vice chair of the remuneration committee, with support from the CEO, Ceri Doyle. The chair continued that the panel had considered the skills and experience of the candidates and had made recommendations to the 21 July 2021 board meeting which were approved.

7.2 The chair confirmed the outcomes of the proxy votes on board membership:

- 41 proxy votes in favour of noting board membership, with one against noting the retirement of Janice Morgan.
- 35 proxy votes in favour of the re-appointment of Guy Stenson, James Tarrant and Christian Cadwallader to serve a second term of office on the board, with four against and three abstentions.
- 36 proxy votes in favour of the appointment of Mike Usher, Christopher Sutton, Robiu Salisu, Anne Wildeman and Samantha Williams to serve on the board, with two against and four abstentions.

The chair also confirmed board approval of the re-appointment of Christian Cadwallader as board vice chair.

7.3 The chair confirmed the full board membership for the following year, with 37 proxy votes in favour, one against and four abstentions:

- Nicola Sommerville (board chair)
- Christian Cadwallader (board vice chair)
- Guy Stenson
- Kevin Ward
- James Tarrant
- Christopher Sutton
- Mike Usher
- Robiu Salisu
- Anne Wildeman
- Samantha Williams

The chair reminded share members that, in accordance with the rules, as the number of candidates for appointment did not exceed the number of vacancies on the board, the chair was able to declare the ten members duly appointed.

7.4 Before moving to the final item, the chair announced that it was with great regret that the association was saying good-bye to Janice Morgan who was retiring from

the board. The chair highlighted that Janice had held responsible positions on the board and its committees, and had given her time, commitment and knowledge to the association. The chair thanked Janice for her valuable service and wished her luck in the future. The chair also thanked board members, colleagues and customers for their continued commitment and contributions in what had been a difficult year.

- 7.5 The chair went on to thank members for their questions, which would be answered and made available on the NCH website, included in next year's AGM pack, and sent as individual replies to the members who submitted the questions.
- 7.6 Before concluding the meeting, the chair requested that any feedback or ideas for improving the AGM experience be sent to the governance team by contacting katrina.rigby@newportcityhomes.com who would ensure this was considered during planning for next year's AGM.

Resolution: Board membership for the following year was noted.

8. Close

- 8.1 The chair thanked all staff, share members, and guests for attending, and looked forward to seeing them all at the 2022 AGM which would sadly be, due to retirement, the chair's last AGM. The chair formally closed the meeting at 18:18.

Post meeting note:

In total 42 share members participated in the 2021 AGM, of which 43 provided proxy votes in advance of the AGM, one of which was voided, making a total of 42 proxy votes being registered as either For, Against or Abstain.