# Minutes of the 16th Annual General Meeting (AGM)

**Hybrid in-person/virtual meeting – Wednesday 25 September 2024, Nexus House**

## Present at the AGM:

**Share members**

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| Lynda Sagona | Chris Sutton | Kevin Ward (virtual) |
| Dale Walker | Mike Usher | Mehrdad Movahed (virtual) |
| Jenifer Baxter | Andrew Gregory |  |

**Share members (proxy voted):**

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| Christopher England | David Johnson | Paul Everitt |
| Terrence Roberts | Nigel Garbutt | Georgina Knight |
| Cheryl McDonnell | Vivian Beagan | Christine Schaffer |
| Roger Schaffer | Michael Moore | James Tarrant |
| Emmanuel Betokomela | Mark Harris | Guy Stenson |
| Darren Newman | Deborah Loosmore | Sarah Croft |
| Brenda Secker | Ann Roberts |  |

**Colleagues:**

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| Ceri Doyle | Chief executive officer (CEO) |
| Matthew Davies | Executive director of development and Deputy company secretary |
| Sophie Wint | Director of finance & procurement |
| Rachel Moss | Head of communications |
| Chris John | Strategy, performance & risk lead |
| Joanna Fairley | Deputy director of governance & Company secretary (virtual) |
| Gareth Yeoman-Evans | Interim deputy chief executive officer (virtual) |
| Sonia Furzland | Executive director of operations |
| Joanna Goodman | Governance & compliance officer & minute secretary (virtual) |
| Ben West | Governance & compliance manager |

**Guests**

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| Michael Jones | Bevan Buckland (virtual) |

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| **1.** | **CEO welcome and introductions** |
| 1.1 | The CEO, Ceri Doyle, opened the meeting at 17:01 welcoming share members, colleagues and external auditors attending both in person and virtually, to the 16th Newport City Homes (NCH) AGM. |
| 1.2 | Acknowledging the AGM’s hybrid approach that facilitated improved accessibility, the CEO set out the evening’s proceedings, highlighted key housekeeping rules and confirmed deletion of the AGM recording would follow the completion of draft minutes. |
| 1.3 | The CEO continued, introducing the chair, Lynda Sagona, and deputy company secretary Matthew Davies, before welcoming board members and members of the executive team and Michael Jones from Bevan Buckland, the association’s external auditors. |
| 1.4 | The CEO concluded by summarising the agenda for the “business only” meeting, adding that questions received in advance of the AGM, along with their responses, would be processed in accordance with the association’s GDPR policy and published on the NCH website, asking share members to forward any further questions to [joanna.goodman@newportcityhomes.com](mailto:joanna.goodman@newportcityhomes.com), before handing over to the chair. |

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| **2.** | **Board chair welcome** |
| 2.1 | The chair welcomed and thanked share members joining the AGM both virtually and in person and took the opportunity to reflect on the challenging operating environment, highlighting the NCH strategy that sustained the association’s focus on delivering the best possible outcomes for its customers, communities, and colleagues. |
| 2.2 | The chair continued that the 2023/2024 financial statements outlined the progress against the delivery of the association’s strategy and financial performance, acknowledging key strategic decisions in areas including rent, treasury and development, maintaining focus on the customer voice and the continuing evolution of the risk management and assurance frameworks enabling colleagues to take the right risks and opportunities to benefit customers. |
| 2.3 | Providing a short update on the merger process with Melin Homes, the chair referenced the work undertaken to date and announced that a share member briefing would be scheduled over the following months providing further detail on the business case and next steps. |
| 2.4 | The chair expressed thanks on behalf of the board to Keith Wood and the Scrutiny Partnership (SP) for their continued commitment, ensuring customers and communities remained at the heart of the association’s ambition and thanked the board, CEO, colleagues and partners for their support and contribution over the last year. |
| 2.5 | The chair formally opened the AGM confirming the contents of the AGM pack that was sent out to members in advance of the meeting, either electronically or by post, containing the AGM notice, minutes of the 15th AGM, 2023 questions and answers, the Scrutiny Partnership’s Annual Customer’s Voice Assurance report, the Annual Report and Financial Statements, proxy form and attendance and question proforma. |

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| **3.** | **Item 1 – Apologies for absence** |
| 3.1 | The chair confirmed that apologies had been received from the following 24 share members:   |  |  |  | | --- | --- | --- | | Christopher England | David Johnson | James Tarrant | | Terrence Roberts | Nigel Garbutt | Guy Stenson | | Cherrel McDonnell | Vivian Beagan | Sarah Croft | | Roger Schaffer | Michael Moore | Christian Cadwallader | | Emmanuel Betokomela | Mark Harris | Brian Kilvington | | Darren Newman | Deborah Loosmore | Michael Bullock | | Brenda Secker | Ann Roberts | Margaret Roberts | | Reginald Orford | Keith Wood | Denise Giddings | |

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| **4.** | **Item 2 – Minutes of the last AGM** |
| 4.1 | The chair confirmed the outcome of the show of hands and proxy vote of 26 in favour for noting the 27 September 2023 minutes as a true and accurate record. |

**Resolution: The minutes of the last AGM held on 27 September 2023 were accepted as a true and accurate record.**

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| **5.** | **Item 3 – Annual Report & Financial Statements** |
| 5.1 | The chair confirmed the outcome of the show of hands and proxy vote of 26 in favour for noting the association’s Annual Report and Financial Statements for the year ending 31 March 2024. |
| 5.2 | The chair informed members that Bevan Buckland, the association’s external auditor, reported that the association’s accounts were prepared in accordance with applicable accounting standards, was a true and fair view of the association and could be relied upon. |

**Resolution: The association’s Annual Report and Financial Statements for the year ending 31 March 2024** **was noted.**

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| **6.** | **Item 4 – Re-appointment of the external auditor Bevan Buckland** |
| 6.1 | The chair confirmed the outcome of the show of hands and proxy votes of 25 in favour and 1 abstention for approving the re-appointment of Bevan Buckland as the association’s external auditor. |

**Resolution: Bevan Buckland, the association’s external auditor was approved for re-appointment.**

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| **7.** | **Item 5 – Re-appointment of board members** |
| 7.1 | The chair confirmed the outcome of the show of hands and proxy votes of 24 in favour and 2 against for noting the re-appointment of Guy Stenson, Christian Cadwallader and James Tarrant, recommended and approved by board to stand for a further term of office. |

**Resolution: The re-appointment of Guy Stenson, Christian Cadwallader and James Tarrant to serve on the board for a further term of office following board approval was noted.**

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| **8.** | **Item 6 – Noting board membership from 25 September 2024** |
| 8.1 | The chair confirmed the outcome of the show of hands and proxy votes of 23 in favour, 2 against and 1 void for noting board membership for the coming year of:   |  |  | | --- | --- | | Lynda Mary Sagona | Christian Cadwallader | | Kevin David Ward | James Patrick Tarrant | | Michael John Usher | Sarah Ann Croft | | Christopher James Sutton | Andrew Raymond Gregory | | Guy Roger Stenson | Dale Walker | | Dr Jenifer Tamsin Baxter | Dale Walker | |

**Resolution: Board membership for the following year post 25 September 2024 was noted.**

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| **9.** | **Item 7 – Questions and answers** |
| 9.1 | The chair confirmed the outcome of the show of hands and proxy votes of 22 in favour, 1 against and 3 voids for noting the share member questions and the association’s responses would be published on the association’s website following the AGM and made available to share members on request. |

**Resolution: Members noted that the share member questions and the association’s responses that would be published on the association’s website following the AGM and made available to share members on request.**

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| **10.** | **Board chair conclusion** |
| 10.1 | The chair concluded the 2023/2024 business only AGM by thanking members who had submitted questions, the responses of which would be published on the website following the AGM and included in next year’s AGM pack for information, with individual replies provided separately to members who posed questions unique to their personal circumstances. The chair passed over to the CEO to formally close the meeting. |

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| **11.** | **CEO meeting close** |
| 11.1 | The CEO concluded the 16th AGM by thanking the chair and members for attending and closed the AGM at 17:17. |