

Report to the Board

15 May 2014



Title: Annual General Meeting

Report of: Managing Director

Purpose of Report

1. To agree arrangements for the company's Annual General Meeting ("AGM") and the process for the retirement of a Tenant and an Independent Director at that meeting.

Background

2. The requirements for the company's AGM are governed largely by the provisions of the Companies Act 1985 and the company's Articles of Association.
3. Article 4 requires the Council to nominate a representative to attend and act on its behalf at general meetings of the company, including the AGM. The Council has nominated David Bunce, Group Director, Community Based Services, for this purpose.
4. Tenant and Independent Directors are entitled to hold office for a period of no more than 10 consecutive years or four consecutive terms of office, whichever is the lesser. The Articles require that the longest serving Tenant and the longest serving Independent Directors shall retire from office at the AGM.
5. The procedures to be followed are set out in the company's Articles of Association.

Timetable

6. The AGM must be held in the calendar year 2014, not more than 15 months after the last AGM.
7. The last AGM was held on 19 September 2013, therefore the next AGM must be held no later than 18 December 2014.
8. At the AGM, the Council Member will consider the company's annual accounts. If these accounts are not available in audited form, the AGM must still be held by the due date and then adjourned, to be reconvened when audited accounts are available.

Business to be transacted

9. Routine business at the AGM will be: -
 - annual report and accounts;
 - re-election (if any) or election of directors;
 - re-appointment of auditors and fixing their remuneration.
10. Any other business will be special business, the purpose of which needs to be specified in the notice of the meeting to be given to the Council.

Annual General Meeting

11. It is anticipated that the annual report of the directors of the company, together with the audited accounts, will be presented to the Board for approval on 10 July 2014.
12. 21 clear days' notice of the AGM must be given to the Council, calling the AGM. Therefore, it would need to be held no earlier than 4 August 2014. It is proposed that the meeting be held immediately after the Board Meeting on 18 September 2014.
13. The normal company practice is for the Chair of the Board to preside.
14. When the accounts are laid at the AGM, the company's Chair of Audit Committee should attend to be available to answer questions. The accounts are not to be approved by the Council Member. The requirement is merely that they be laid before the meeting.

Proposed Process for Retirement/Election of a Tenant Director

15. The longest serving Tenant Director shall retire from office at the AGM. In the event of more than one person becoming director on the same day, the Tenant Directors must agree amongst themselves the person to retire and notify the Company Secretary in writing and not less than 28 days before the AGM or failing such an agreement, to choose by lot.
16. Article 15(3) of the company's Articles of Association provide for direct or indirect elections to be held among Tenants (defined to mean those who hold secure tenancies or leases of residential properties owned by the Council, or members of their household who have resided in the property for a minimum of 12 months).
17. The Board currently has no vacancies for Tenant Directors. However, Gordon Spring is retiring at the next Annual General Meeting and it is proposed that a recruitment process is undertaken with a view to appointing a replacement for Gordon at the Annual General Meeting.

Proposed Process for Retirement/Appointment of an Independent Director

18. The longest serving Independent Director shall retire from office at the AGM. In the event of more than one person becoming director on the same day, the Independent Directors must agree amongst themselves the person to retire and

notify the Company Secretary in writing and not less than 28 days before the AGM or failing such an agreement, to choose by lot.

19. The Board currently has no vacancies for an Independent Director. Given that the two most recent Independent Directors were only appointed in April 2013, the Council Member has agreed that again for this year no director of indirect elections take place and therefore the Independent Director retiring at the next AGM, if willing to act, will be appointed at that meeting.

Link to Values

20. This report relates to the company value of being honest, accountable and transparent.

Equality and Diversity Implications

21. The company is committed to having a Board that is representative of the community it serves.

Financial Implications

22. There are no financial implications directly arising from this report.

Impact on Customers

23. There was no impact on customers as a result of compiling this report.

Risk Management Implications

24. An inability to fill vacancies on the Board has been identified as an operational risk and controls are in place to mitigate this risk. An effective Board should have a full composition of all three sectors (i.e. Council/Tenant/Independent).

Value for Money Implications

25. There are no value for money implications directly arising from this report.

Health Implications

26. There are no direct health implications arising from this report.

Consultation Carried Out

27. The Council Member has been consulted on the proposed arrangements for the next AGM and has confirmed the proposals.

Recommendations

28. The Board is recommended to: -
 - (i) note the report;
 - (ii) agree that the next Annual General Meeting be held immediately before or after the Board Meeting on 18 September 2014;

- (iii) note the retirement of Gordon Spring as a Tenant Director at the Annual General Meeting;
- (iv) carry out a recruitment campaign for the appointment of a Tenant Director at the Annual General Meeting as a replacement for Gordon Spring.
- (v) note the proposed arrangements for the retirement/appointment of an Independent Director;
- (vi) agree that the longest serving Independent Director retire at the next AGM and if willing to act, be reappointed at that meeting.