



Report to Board of Directors
17 September 2015

Title: Annual General Meeting

Report of: Company Secretary

Purpose of Report

1. To agree arrangements for the Charity's Annual General Meeting ("AGM") and the process for the retirement of one third of the Ordinary Trustees.
2. To approve the appointment of Ronnie Harris onto the Keelman Homes as an Ordinary Trustee.

Background

3. The requirements for the Charity's AGM are governed largely by the provisions of the Companies Act 2005 and the Charity's Articles of Association.
4. Since Keelman Homes was established, the Gateshead Housing Company (TGHC) has been the sole member of the Charity. As such it had the right to attend general meetings (including the AGM) and exercise all the rights which are reserved to the general members of a company.
5. Keelman Homes Board, TGHC Board and Gateshead Council agreed a report in February 2014 changing the governance structure of Keelman Homes. This has effectively resulted in the ownership of Keelman Homes transferring from TGHC to Keelman Homes' trustees. The new governance arrangements have subsequently been confirmed by the Charities Commission, Companies House and the Homes and Communities Agency (HCA).
6. As such, this means that the AGM is a meeting of Keelman Homes with themselves (the trustees).

Timetable

7. The AGM must be held in the calendar year 2015, not more than 15 months after the last AGM. The last AGM was held on 20 November 2014, therefore the AGM must be held no later 31 December 2015.

Business to be transacted

8. At the AGM, the members: -
 - receive the accounts of the Charity for the previous financial year;

- receive the Trustees' report on the Charity's activities since the previous AGM;
- accept the retirement of those Ordinary Trustees who wish to retire or who are retiring by rotation;
- appoint or if appropriate elect Ordinary Trustees to fill the vacancies arising;
- appoint auditors for the Charity;

Annual General Meeting

9. The annual report of the Trustees of the company, together with the audited accounts, will be presented to this meeting for approval by the Board of trustees.
10. 21 clear days' notice of the AGM must be given to TGHC, calling the AGM. Therefore, it would need to be held no earlier than 9 October 2015.
11. The next scheduled meeting after the Board Meeting in September is on 19 November 2015. It is proposed therefore that the AGM be held immediately after this meeting.
12. The normal company practice is for the Chair of Keelman Homes Board to preside.

Proposed Process for Retirement/Election of Ordinary Trustees

13. One third (or the number nearest to one third) of the Ordinary Trustees must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots.
14. If the members of the Charity, at the meeting at which a Trustee retires in the above manner, do not fill the vacancy, the Trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is expressly resolved on to fill the vacancy.
15. The Trustees have the power at any time to appoint any person to be an Ordinary Trustee, either to fill a casual vacancy or as an addition to the existing Trustees but so that the total number of Ordinary Trustees shall not at any time exceed the maximum number which in accordance with the Articles is fixed at four.
16. Keelman Homes currently has a vacancy for an Ordinary Trustee following the resignation of Hannah Shepherd after the Board Meeting on 2 July 2015.
17. The TGHC Board appointed Tracy Harrison as an Independent Director at its meeting on 15 January 2015. At the same time, the Board also appointed Ronnie Harris as a Reserve for one year. It was also considered that Ronnie would be a suitable appointment onto Keelman Homes Board should a vacancy arrive.
18. Ronnie has worked in the Housing Sector since 1980, in a variety of operational and strategic roles. She has previously held the Repairs and Investment portfolios, along with Development and Regeneration services at Coast & Country Housing. The company has since restructured and Ronnie is now the Assistant Chief Executive with a wider external role.

19. Ronnie Harris met with the Chair of Keelman Homes and the Company Secretary on 2 September 2015 and following this meeting, it is proposed that Ronnie be appointed onto Keelman Homes Board.
20. Should Keelman Homes approve the appointment of Ronnie Harris, the Board will have a full composition of four Ordinary Trustees. It is proposed that the retiring Ordinary Trustee, if willing to act, be reappointed at the AGM.

Equality and Diversity Implications

21. There are no equality and diversity implications directly arising from this report.

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. Appropriate controls are in place to mitigate any inability to fill positions on the Board.

Value for Money Implications

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

Health Implications

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

Environmental Implications

27. There are no environmental implications directly arising from this report.

Recommendations

28. It is recommended that: -
 - (i) the report be noted;
 - (ii) the Annual General Meeting be held immediately after the Board Meeting on 19 November 2015.
 - (iii) Ronnie Harris be appointed onto the Board as an Ordinary Trustee;
 - (iv) the proposed arrangements for the retirement and subsequent reappointment of a third of the Ordinary Trustees be agreed;
 - (v) the longest serving Ordinary Trustee retire at the next AGM and if willing to act, be reappointed at that meeting.

