



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 Colin Huntington, Strategic Director Communities and Environment, 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 2019, not more than 15 months after the last AGM.
7. The last AGM was held on 20 September 2018, therefore the next AGM must be held no later than 19 December 2019.
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 18 July 2019.
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 9 August 2019. It is proposed that the meeting be held immediately after the Board Meeting on 19 September 2019.
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 Articles stipulate that the maximum period of office that a Tenant Director can serve on the Board is 10 consecutive years.
18. Robert Buckley was appointed onto the Board on 9 July 2009 and will have exceeded the maximum period of office before the next AGM. It is proposed therefore that Robert steps down at the next AGM.
19. There is currently a vacancy on the Board for a tenant director following the retirement of Joachim Mouanda Moussouanda at the last AGM.

20. The Board received an update, at its last meeting on 28 March 2019, that following an unsuccessful recruitment campaign in September 2018, the company had now received another 12 applicants and agreed to reconvene the recruitment process.
21. A Panel is shortlisting the applications on 21 May following which a date will be agreed for interviews. It is hoped that appointments can be made to the current vacancy and the vacancy that will be created after Robert steps down at the next AGM.

Proposed Process for Retirement/Appointment of an Independent Director

22. 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.
23. The Board currently has no vacancies for an Independent Director. The last appointment was made in January 2015.
24. Two of the existing Independent Directors will exceed their maximum period of office in 2020. It is therefore not considered prudent to go through a recruitment exercise at this stage, unless a casual vacancy was to occur.
25. The Council Member has agreed therefore that, for this year, no direct or indirect elections should take place and the Independent Director retiring at the next AGM, if willing to act, be appointed at that meeting.

Link to Values

26. This report is aligned to the company value of being open and honest.

Equality and Diversity Implications

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

Financial Implications

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

Impact on Customers

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

Risk Management Implications

30. 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

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

Health Implications

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

Consultation Carried Out

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

Recommendations

34. 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 19 September 2019;
 - (iii) note the proposed arrangements for the retirement of Robert Buckley as a Tenant Director;
 - (iv) agree the proposed arrangements for the retirement/appointment of a Tenant Director;
 - (v) agree that the longest serving Independent Director retires at the next AGM and if willing to act, be reappointed at that meeting.