

**COMPANY NUMBER 04168336**

**Selwood Housing Annual General Meeting**

**5pm Wednesday 4 October 2023**

**Draft minutes**

**Members present:** Sheila Lewis (Chair) (SL) David Oakensen (DO)  
David Knight (DK) Barbara Hakes (BHA)  
Richard Yates (RY)  
Stella Shepherd (SS)  
Valerie Lee (VL)  
Hannah Jones (HJ)  
Philip Whitehead (PWH)  
Marie Li Mow Ching (MLMC)

**Member apologies:** Chris Butters (I), T Mitchell (T), M Walker (T),  
Anne Haughey (T), Richard Britton (c)

**In attendance:** Mark Mayler (MM) Barry Hughes (BH)  
Ria Bristow (RB) Paul Walsh (PW)  
Nicci Setchell (NS) Sarah Morris (SM)  
Verena Buchanan (VB) Lucinda Wayman (LW)

**Apologies:** Lisa Nicholls (LN)

Sheila Lewis welcomed everyone to the Selwood Housing Society Ltd AGM 2022 and gave the apologies received. She thanked VL and DK for their contributions as they are resigning from the board this evening.

**1. Minutes of the last meeting – AGM 6 October 2022**

DO commented that he was surprised that the last meeting lasted only 6 minutes. SL advised that the length of the AGM meetings is determined by whether there are any comments and questions. If there are none, the agenda item is voted on. DO suggested that this is poor governance, and that a presentation of the accounts should have been given. SL advised that the regulator has recently reviewed our governance and has given Selwood Housing a G1 rating. All members see the accounts and reports when the papers are sent out and any member can raise questions and comments. No questions or comments were received, and none were received at the meeting.

SL commented that there was 1 member present who was not a board member. The AGM notice is sent out 21 days before the meeting. The meeting was changed from having in person meetings to virtual meetings to encourage people to attend.

DO offered to give the chair some ideas on how to get more people to attend the AGM. (i.e. not an action)

DO asked if Selwood Housing do enough to ensure we have members and encourage members to attend. SL advised that Selwood encourage members to attend by sending out the papers.

SS introduced herself as a tenant board member and vice chair. She reassured DO that as a tenant board member, her experience is that Selwood is very open to members attending, the company has a scrutiny team and want people to be involved. SS is also part of the GAFC committee, and from her perspective Selwood is very conscientious.

BHA wanted to add a comment but had trouble with her technology, so her comments were not noted.

PWH commented that there were 12 items on the last AGM agenda that were standard agenda items for noting and today's agenda is very similar.

The minutes of the last meeting were proposed by PW and seconded by MLMC.

The minutes were passed with one member abstaining (independent member).

Proxy votes: 2 in favour (1 tenant and 1 independent member). 1 against (tenant member)

## **2. Annual report and accounts year ending 31 March 2022**

To receive and adopt the Annual Report and Financial Statements for the year ended 31 March 2022.

PW asked if the accounts had already been approved and if we were just receiving and adopting. There had been a discussion around the duplication of the energy figures on p9 and p15 and this was due to not being able to get figures from the supplier. A note has been added to the accounts to explain this and the accounts were approved at the board meeting in July.

MM confirmed that this meeting was to receive and adopt the annual accounts.

DO commented that he would have expected either the CEO or GFD to give a presentation of the highlights of the year. He accepted that the sub-committee had also gone through the accounts but that there is no

executive summary in the report. DO's concern was if a tenant member who wasn't financially experienced wanted to know the financial situation of the company, they may not have assurance on the company being well run and well governed.

BH advised that there are summaries at the start of the statutory accounts, a letter from the chair, and a further summary around financial performance. Members can ask to change the presentation of the report. The presentations from the CEO and GFD have not been done in the last few meetings and no member has asked for this to be included until now.

DO pointed out that at the meeting there were problems communicating to on-line members, and that the meeting would have been better face to face. BH advised that holding the meeting virtually can also make it more accessible to those who cannot attend in person.

The receiving and adopting of the annual report and accounts was proposed by DK and seconded by BHA

The annual report and accounts were passed by those present, with one abstaining (independent member)

Proxy votes: 2 in favour (1 tenant and 1 independent member). 1 against (tenant member)

### **3. Appointment of external auditors, Beever and Struthers**

To appoint Beever and Struthers as auditors to the Company until the conclusion of the next Annual General Meeting and to authorise the group finance director to agree their remuneration

The appointment of external auditors was proposed by RY and seconded by SS

The appointment of external auditors was passed by those present, with one Abstaining (independent tenant)

Proxy votes: 2 in favour (1 tenant and 1 independent member). 1 against (tenant member)

### **4. To agree board remuneration proposal for the next three years**

RB advised that Selwood Housing's market pay and board fee advisers 26 Consulting presented a report to the board in July and the recommendation was for the board to receive a 14.2% increase in pay for the chair and committee chair and a 14.1% for the rest of board. The board decided against this recommendation as it was inappropriate for the board to receive more than the staff. The board decided to look at the staff increase over the last 3 years and agreed on the same rise of 13%.

DO commented that there was not a paper on this supplied with the AGM papers. DO asked what the board pay is currently. RB confirmed that the chair receives £10,500, the committee chair £6000 and board members £4250.

Members were asked to agree the board remuneration proposal for the next three years.

The board member remuneration proposal was proposed by PW and seconded by HJ

The board member remuneration proposal was passed by those present, with one abstaining (independent member)

Proxy votes: 2 in favour (1 tenant and 1 independent member). 1 against (tenant member)

The board remuneration proposal for the next three years was **AGREED**

#### **5. To note the resignation of David Knight**

SL expressed her thanks for DK's work with the board.

Members were asked to note the resignation of David Knight as board member on 4 October 2023

It was **NOTED** that David Knight resigned from the board.

#### **6. To note the resignation of Valerie Lee**

SL expressed her thanks for VL's work with the board.

Members were asked to note the resignation of Valerie Lee as board member on 4 October 2023

It was **NOTED** that Valerie Lee resigned from the board.

#### **7. To note the resignation of Russell Morris**

Members were asked to note the resignation of Russell Morris as board adviser on 25 July 2023

It was **NOTED** that Russell Morris resigned from the board.

#### **8. To appoint Nicci Setchell as an independent board member**

SL welcomed NS to the meeting. NS said she was looking forward to representing Selwood and the GAFC.

DO commented that there was limited information given to members on new board members. DO suggested that NS could have done a presentation to the members at the AGM. DO further commented that in his opinion all new members should make a presentation at the AGM.

PWH raised concerns on the personal questions being asked by DO to NS at this meeting.

SS advised that she has interviewed potential new board members. There are procedures in place that should reassure DO and the AGM is just for the new board member to be introduced to members.

RY commented that he was unhappy with the personal questions DO was aiming at NS.

Members were asked to **appoint** Nicci Setchell as an independent board member.

NS's appointment was proposed by SS and seconded by HJ.

NS's appointment was passed by those present, with one abstaining (independent member)

Proxy votes: 2 in favour (1 tenant and 1 independent member). 1 against (tenant member)

## **9. To appoint Lisa Nicholls as an independent board member**

SL expressed LN apologies that she can't be at the AGM this evening.

DO commented that he was unhappy that he does not have enough information and feels he cannot ask any questions.

Members were asked to **appoint** Lisa Nicholls as an independent board member.

LN's appointment was proposed by PWH and seconded by MLMC.

LN's appointment was passed by those present, with one abstaining (independent member)

Proxy votes: 2 in favour (1 tenant and 1 independent member). 1 against (tenant member)

## **10. Any other business**

None

**The meeting closed at 5.37pm**