

**Oldham Community Leisure Limited**  
**Annual General Meeting**  
**5:15pm, 19<sup>th</sup> of September 2019**  
**Chadderton Wellbeing Centre**

Present

Julie Alston, Janet Appleyard, Jack Butterworth, Nigel Harrison (Chair), Steve Holden, Stuart Lockwood, Karen Lord, Sarah Maxwell, Tariq Rafique, Kelly Tattersall, Louise Walton, David Whaley, Patrick Wolstenholme, Laurie Wood and Mackenzie Wright.

1. Chairman's Announcement and Notice to Convene the Meeting

The Chair opened the meeting and thanked individuals for their attendance. Notice was made to convene the meeting.

2. Apologies for Absence

Apologies were received from Lesley Clegg, Kate Foster, Jeanette Ghayour, Rachel Holloway, Alison Jennings, Sheena McDonnell, Colin Murray, Danuta Neild, Valerie Nutter, Andrew Price, Paul Thewlis, Lynn Wallace and Kay Wheelton.

3. Previous Minutes

The minutes of the meeting were agreed as a correct record.

4. Highlights 2018/19

SL presented the annual report video which has been developed and will be available shortly for all to access through the OCL website.

NH thanked everybody for their input during the year and confirmed that this was a very positive account, in particular showing the broader impact of the company on improving the Health and Wellbeing of people in Oldham.

5. Annual Accounts / Auditors Report

SH updated that the accounts had been approved by the Board and were for the shareholders to adopt at the AGM meeting.

SH updated that there are two sets of accounts presented, one for OCL and a second (the one that is sent to be published) being a consolidation set of OCL and WBL together.

The main change to last year is the treatment of the pension deficit. OCL, the Board and the Auditors have now agreed that there is no longer a need for this to be reflected in the accounts, given the pooled arrangement with Oldham Council and the cap on contributions. This has resulted in the accounts showing a small but positive reserves figure. SL referred to the pension deficit figure shown in previous years which has caused problems when requesting credit or using particular suppliers, this should then no longer be an issue. LWood confirmed that she had been involved in a similar issue and the reporting had been dealt with in the same way.

JAlston asked whether this change could have any impact on individuals who are members of the Greater Manchester Pension Fund, to which it was confirmed that this would not and that this is only related to accounting treatment.

The scheme had been closed to new entrants as part of the last tender exercise undertaken with Oldham Council.

On another note the Board had supported the maintenance of the overdraft facility to give a level of support if needed.

All shareholders in attendance were in favour of accepting the accounts.

*APPROVED: The report was adopted at the AGM as proposed.*

## 6. Retention of Auditors

SH updated that a tender process had been undertaken three years ago and Wallwork, Nelson & Johnson were the successful company who had undertaken the companies audit for this period and this was now coming to an end. The auditors have provided a good service, value for money and in particular have provided support through the change in the pension reporting process. The recommendation is that the auditors would be appointed for a further three year term, but this would be reviewed on an annual basis at the AGM in line with the requirement to reappoint the auditors for each year.

All shareholders in attendance were in favour of continuing with Wallwork, Nelson & Johnson as recommended.

*APPROVED: It was approved that Wallwork, Nelson & Johnson would continue to undertake the company audits as required for the next 3 year period with an annual review at each AGM.*

## 7. Proposed Company Rule Changes

NH confirmed that a governance subgroup had been developed including members of the Board and the EMT. The purpose of the group was to review current practice and implement good practice going forward. Linked to this includes proposed changes to the company rules which needed to be agreed at the AGM, LW ran through the proposed changes:

The following proposed rule change, to avoid ambiguity, clarifies which Directors are required to become Shareholders of the Society. We do not require Co-opted or Local Authority Directors to become shareholders to undertake their position on the Board, the reason for this is that Co-opted Directors are appointed on a short term basis for a particular skill set required by the company and Local Authority Directors are nominated by the Council.

### Current Rule

25.4 All Directors shall be required to become Shareholders of the Society.

### Proposed Rule

25.4 Community and Employee Directors, including the Ex-Officio shall be required to become Shareholders of the Society, however Co-opted and Local Authority Directors are not required to be Shareholders of the Society.

The following proposed rule change confirms Directors can serve a maximum of three terms of three years rather than the longest serving third being removed each year.

### Current Rule

## 31. DIRECTOR RETIREMENT CYCLE

At each annual general meeting a third of all Directors who have served a minimum term of three years shall stand down; this excludes Local Authority Directors (who are nominated by the Local Authority in accordance with their own internal processes) and Co-opted Directors (who are reviewed annually at each AGM).

If their number is not a multiple of three then the number nearest to one-third, shall retire from office. The Directors to retire shall be the Directors who have been longest in office since their last election.

The minimum term of 3 years is an over-riding principle when calculating the number due for retirement by rotation; if the number who have served the minimum term is less than a third, that number will be retired.

Where Directors have held office for the same amount of time the Directors to retire shall be decided by lot. A retiring Director shall be eligible for re-election and their previous attendance should be disclosed as part of the re-election process.

The number of Board Members who voluntarily retire between Annual General Meetings will be included within the total figure required to be retired by rotation as detailed above.

The person appointed as ex officio as holder of the office of Managing Director and Company Secretary are exempt from this process.

### Proposed Rule

#### 31. DIRECTOR RETIREMENT CYCLE

Following election of a Director, inclusive of Employee and Community Directors, individuals may serve on the Board for a maximum of three terms of three years. When the three year period of service is complete the individual must prepare to stand down but will be eligible to apply for re-election if they so wish. Re-election can be immediate, no gap is required until the maximum period of three terms of three years have been served.

Once three terms of three years has been completed a period of at least four years from the date of termination must elapse before the individual would be eligible to stand as a Director for the organisation again.

The person appointed as Ex Officio and Company Secretary are exempt from this process and may serve on the Board for the duration of their holding relevant office.

Local Authority Directors will continue to be removed and replaced as required by the Local Authority, Co-opted Directors will be reviewed on an annual basis at each AGM.

In exceptional circumstances, with Board agreement, a chair or Director may hold office for an additional year, one example of this would be to assist with succession planning for the role.

The following proposed rule change confirms that a copy of the balance sheet and auditors report will no longer be displayed but will be available on request and a copy displayed on the company website.

#### Current Rule

#### 57. ANNUAL RETURN

57.3 The Society shall at all times keep a copy of the latest balance sheet of the Society together with a copy of the corresponding Auditor's report (if any) hung up in a conspicuous place at the registered office and displayed on the Society's website (if any).

#### Proposed Rule

#### 57. ANNUAL RETURN

57.3 The Society shall at all times have a copy of the latest balance sheet of the Society together with a copy of the corresponding Auditor's report (if any) to be available upon request and a copy also displayed on the Society's website.

In the document the term Managing Director is to be changed to Chief Executive.

All shareholders in attendance were in favour of the proposed change to the company rules.

*APPROVED: Action will be taken to amend the company rules as agreed.*

#### 8. Director Update

LW updated that because of the agreed change to the company rules there were no Directors eligible for retirement at this point. SM asked when the time did come for a replacement Chair whether this would be an internal or external process. NH replied that whilst it is up to the Board to appoint a chair the recruitment process hasn't been decided yet upon as the first step is for the Board to define the job role and skills required. Following that the Board will decide whether an internal appointment is appropriate or whether an external advert is required.

The recommendation is that thanks be relayed to all Board members for their hard work and commitment during the year.

NH relayed that this is not just the meeting attendance which is presented as part of the report but also for work on subcommittees, away days and additional support which is given behind the scenes and not always apparent to others outside. All shareholders present were in favour of relaying thanks to the Directors.

*APPROVED: It was approved that thanks be relayed to all Directors for their commitment and hard work related to the Board.*

#### 9. Close of Meeting

NH thanked those present for their attendance and thanked everybody for their hard work during the year.