

Minutes of the 2024 AGM Held online via Zoom

1 October 2024 at 15:00

Item	Time		Who
1.	1500	Meeting confirmed as quorate	MJ
2.	1505	Apologies for Absence We received apologies from: <ul style="list-style-type: none"> • Sharon Lowrie 	MJ
3.	1510	Approval of the Minutes of the 2023 Annual General Meeting The Minutes of the 2023 Annual General Meeting were distributed with the notice of the AGM and commended to the meeting. All present voted in favour of approving the minutes of the 2023 Annual General Meeting	MJ
4.	1515	CEO Address The CEO provided an address on the activities of the Homecare Association over the past year.	JT
5.	1535	Election of Board The Chair of the Board shared the results of the appointment and election process for non-executive directors. <u>Band 1</u> There are 2 vacancies for Band 1 representatives in England (1 – 3 branches). 3 nominations were received <ul style="list-style-type: none"> • Camille Leavold - Abbots Care 	MJ



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		<ul style="list-style-type: none">• John Rennison - 1st Homecare• Mercy Canning - A Class Care <p>An election was duly held. Camille and John polled the highest number of votes and are reappointed to the board.</p> <p><u>Band 2</u></p> <p>There is 1 vacancy for a Band 2 representative in England (3 – 20 branches).</p> <p>2 nominations were received</p> <ul style="list-style-type: none">• James Catley-Day - Candlelight Care• Katie Wordley - Eleanor Nursing and Social Care <p>An election was duly held. Katie polled the highest number of votes and is appointed to the Board.</p> <p><u>Band 3</u></p> <p>There is 1 vacancy for a Band 3 (21+ branches in England) representative</p> <p>2 nominations were received:</p> <ul style="list-style-type: none">• Jonathan Gardner - Bluebird Care• Lucy Campbell - Right at Home <p>An election was duly held. Lucy polled the highest number of votes and is reappointed to the Board.</p> <p><u>Northern Ireland</u></p> <p>No one submitted any nominations, resulting in a vacant seat on the board for a representative from Northern Ireland.</p> <p>The Chair of the Board thanked everyone who put their names forward for the election. There are many ways by which you can engage with the Homecare Association through ways other than being on the Board.</p>	



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6.	1545	<p>Appointment of Independent Accountants</p> <p>The Chair of the Board shared that the board of directors wants to review the selection of accountants this year through a competitive process.</p> <p>The board wants to consider getting a full audit instead of an assurance report from independent accountants.</p> <p>The board of directors proposes delegating the appointment of an auditor or independent accountant to the Board.</p> <p>All present voted in favour of approving the proposal.</p>	MJ
7.	1550	<p>Discussion of a motion to change Article 49 of the Articles of Association.</p> <p>The Chair of the Board shared the proposal to make minor changes to the Articles of Association.</p> <p>At the moment, after serving for a period of 9 years, a Non-Executive Board Member must stand down for one year before being eligible to stand again. We propose changing the rule so that a Non-Executive Board Member who has served for nine years is not eligible to stand again.</p> <p>This change aims to balance allowing non-executive board members to contribute whilst also refreshing board skills, experience, and perspectives.</p> <p><i>The resolution is:</i></p> <p><i>To change Article 49 of the Articles of Association from:</i></p> <p><i>Non-Executive Board Members may serve three continuous periods of office for a maximum period of 9 years. If a Non-Executive Board Member has served for a continuous period of 9 years they are not permitted to stand for re-election for the period from the conclusion</i></p>	MJ



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		<p><i>of the Annual General Meeting at which they stood down to the commencement of the next following Annual General Meeting.</i></p> <p><i>To:</i></p> <p><i>Non-Executive Board Members may serve three terms of office, each of three years, for a maximum period of 9 years. After a Non-Executive Board Member has served 9 years, either in one continuous period or where multiple periods of office total 9 years, they may not stand for re-election.</i></p> <p>When changes were made to the Articles in October 2022 the following clause was removed in error. This change is to reintroduce this clause.</p> <p><i>The resolution is:</i></p> <p><i>To reintroduce the following clause to the Articles of Association:</i></p> <p><i>The Board may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property, or any part thereof and to issue debentures stock and other securities whether outright or as security for any debt, liability or obligation of the Association or any third party.</i></p> <p>All present voted in favour of approving the proposal.</p>	
8.	1555	The Chair of the Board thanked attendees for taking part in the AGM and called the meeting to a close.	MJ