



## Brighton and Hove Integrated Care Service

**Minutes of an Annual General Meeting held at Hotel Seattle, Brighton Marina, BN2 5WA**

**On Wednesday 2nd March 2015 from 6.45pm – 7:15pm**

*All papers were circulated to all shareholders prior to the meeting.*

### **Present – Shareholders**

Lindsay Coleman (Chair)	Craig Milne	Peter Devlin
Jan Austera	Phoebe Munson	Briony Jefferies
Paul Deffley	Zoe Nicholson	Melanie Teulet
Michelle Eades	Jon Ota	Jane Williams
Andy Friend	Carmen Richardson	Paul Macauley
Nina Graham	Matthew Riley	Gary Toyne
Johan Holte	Jonathan Serjeant	Tina Livingstone

### **Present – Shareholder Applicants**

Helen Curr	Gergis Maeckael	Kerry Few
Mark Fabrowski	Gill Howson	Josephine Howe

### **In Attendance**

Peter Hedgethorpe (Feist Hedgethorpe Ltd)

### **1/16 Chair's Welcome**

The Chair opened the meeting and welcomed all attendees.

### **2/16 Quorum**

The Chair reported that due notice of the meeting had been given and that a quorum was present. Accordingly, the Chair declared the meeting open.

### **3/16 Proxy Votes**

The following proxy votes were noted by the Chair:

Jane Jenkinson	Daniel Jenkinson	Katrina Watson
Jens Petzold	John Condon	Paul Forsdick
John Rogers	Laura Marshall-Andrews	

---

#### **4/16 Approval of Last Year's Minutes**

Shareholders present confirmed the minutes were a true representation of the previous year's AGM.

#### **5/16 Declaration of Interests**

No shareholder present advised that they had an interest, direct or indirect, in any way in the business to be discussed at the meeting which they were required by their Articles of Association of the Company or by Section 317 of the Companies Act 2006 to disclose.

#### **6/16 Ordinary Resolution for the Retirement and Re-appointment of Feist Hedgethorpe Limited as the Companies Auditors**

There was produced to the meeting a written resolution of the Company in general meeting prepared in accordance with section 288 of the Companies Act 2006. It was noted that the written resolution resolved to consider and if thought fit, to pass the following resolution, which will be proposed as an ordinary resolution; to re-appoint: Feist Hedgethorpe as the Companies Auditors

There was a unanimous vote in support of this resolution, including all proxy votes. Shareholder applicants did not vote.

#### **7/16 Special Resolution for Share Issue**

There was produced to the meeting a written resolution of the Company in general meeting prepared in accordance with section 288 of the Companies Act 2006. It was noted that the written resolution resolved to issue Class A shares as detailed in Attachment A to the resolution.

There was produced to the meeting applications by the persons listed below for the allotment to them of the numbers of shares in the capital of the Company, accompanied by cheques for the subscription monies due.

There was a unanimous vote in support of this resolution, including all proxy votes. Shareholder applicants did not vote.

#### **8/16 Special Resolution for Share Buy Back**

There was produced to the meeting a written resolution of the Company in general meeting prepared in accordance with section 288 of the Companies Act 2006. It was noted that the written resolution resolved to buy back Class A shares as detailed in Attachment A to the resolution.

There was a unanimous vote in support of this resolution, including all proxy votes.

---

### **9/16 Ordinary Resolution for the Retirement and Re-appointment of the Non Executive Directors**

There was produced to the meeting a written resolution of the Company in general meeting prepared in accordance with section 288 of the Companies Act 2006. It was noted that the written resolution resolved to consider and if thought fit, to pass the following resolution, which will be proposed as an ordinary resolution; to re-appoint: as Non Executive Director of BICS:

Dr Craig Milne

There was a unanimous vote in support of this resolution, including all proxy votes

### **10/16 Ordinary Resolution for the Retirement and Re-appointment of the Non Executive Directors**

There was produced to the meeting a written resolution of the Company in general meeting prepared in accordance with section 288 of the Companies Act 2006. It was noted that the written resolution resolved to consider and if thought fit, to pass the following resolution, which will be proposed as an ordinary resolution; to re-appoint: as Non Executive Director of BICS:

Mr Matthew Riley

There was a unanimous vote in support of this resolution, including all proxy votes

### **11/16 Ordinary Resolution for the Retirement and Re-appointment of the Non Executive Directors**

There was produced to the meeting a written resolution of the Company in general meeting prepared in accordance with section 288 of the Companies Act 2006. It was noted that the written resolution resolved to consider and if thought fit, to pass the following resolution, which will be proposed as an ordinary resolution; to re-appoint: as Non Executive Director of BICS:

Dr Jan Austeria

There was a unanimous vote in support of this resolution, including all proxy votes

### **12/16 Ordinary Resolution for the Retirement and Re-appointment of the Non Executive Directors**

There was produced to the meeting a written resolution of the Company in general meeting prepared in accordance with section 288 of the Companies Act 2006. It was noted that the written resolution resolved to consider and if thought fit, to pass the following resolution, which will be proposed as an ordinary resolution; to re-appoint: as Non Executive Director of BICS:

Mrs Lindsay Coleman

There was a unanimous vote in support of this resolution, including all proxy votes.

---

## 13/16 Annual Report

The Annual Report was presented by Zoe Nicholson, Chief Executive Officer. The report outlined achievement of BICS to date within all services.

## 14/16 Finance Reports

- BICS Financial Report
- BICS Financial Statements

The BICS Financial Report and Financial Statements were presented to the meeting by Executive Director, Zoe Nicholson. Financial headlines for the 2014-2015 financial year included an increase in turnover from £11,388 to £27,622. This mainly related to winning two MSK contracts. BICS pre-tax operating surplus increased from £58,139 to £103,701. BICS works to use any surplus wisely throughout the year. Shareholder reserves at the end of the 2014/15 financial year were £1,240,714.

The report also detailed income and expenditure, Directors remuneration and some information on looking forwards into the 2015/2016.

## 15/16 Special Resolution for permission to use shareholder reserves for the creation of the Start Up Fund.

Ahead of the meeting, members received a '*paper to support resolution on access to shareholder reserves*' alongside a written resolution of the Company in general meeting prepared in accordance with section 288 of the Companies Act 2006. The papers were also produced at the meeting. The detail and context of the paper presented the financial health of BICS and any current financial risks. The written resolution resolved 'to give Company Directors permission to use Shareholder reserves for the creation of the Start-Up- Fund as set out in the accompanying paper. This is time limited to cover use during April 2016 – March 2018. This decision can be reviewed by any shareholder and will be subject to review in a meeting of Shareholders in March 2017'.

There was a unanimous vote in support of this resolution, including all proxy votes.

## 16 /16 Any Other Business

There was no other business and the meeting closed at 7:15pm.

### Signed:

Name: Lindsay Coleman

Date:

I agree the above as an accurate record of the meeting held.

---

## **Discussion**

The attendees reflected on the Impact of BICS on those we serve from 2014 - to the current day to capture a record of successes and learning points. A record of the shared narrative will be created.