

DRAFT for approval at 2021 AGM

Federation of Master Builders
David Croft House
25 Ely Place
London EC1N 6TD
Tel: 020 7025 2900
www.fmb.org.uk



25th November 2020

Minutes of the Meeting of the National Annual General Meeting

Venue: Via Zoom
Date: Friday, 18th September 2020
Time: 1000 hrs

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|---------------------------|--|--|
| Members attending: | Jan Etchells Kevin Ireland Arthur McArdle Ordinary members, Honorary members and Members of the FMB Board | National President National Vice President Immediate Past National President |
| Others attending: | Brian Berry Graeme Copestake Ifan Glyn Jessica Levy Hayley Lorimer Sadie Phillips Alison King | Chief Executive Director of Finance Senior Hub Director/Director FMB Wales Director of Communications Director of Membership Services Director of FMB Insurance Services PA to the Chief Executive |

Arthur McArdle, as Chair, opened the 79th National Annual General Meeting and welcomed all those attending.

Brian Berry, Chief Executive read out the notice of the meeting.

Arthur McArdle said that, due to the continuing uncertainty regarding the Coronavirus pandemic, it was not possible to hold a physical AGM this year. Arthur McArdle reminded everyone that a member entitled to attend and vote at the AGM was also entitled to appoint a proxy but that, due to the constraints of the virtual meeting this year, members had only been able to appoint the Chair of the Meeting as their proxy. Arthur McArdle confirmed that it was also not possible to vote during the meeting.

1. Minutes of the Previous Meeting

The adoption of the minutes of the 78th Annual General Meeting held on 20th September 2019 were proposed by Arthur McArdle and seconded by Gary Lewis. The minutes were approved. Arthur McArdle announced the votes received (For 135, Against 0, Abstentions 1).

2. Receipt and Approval of the Audited Accounts of the Federation of Master Builders for the year ended December 31st 2019

Brian Berry gave a presentation on the previous year's activities on behalf of the FMB Board and introduced the audited accounts for the year ended December 31st 2019 as set out in the Annual Report.

Adoption of the Audited Accounts was proposed by Arthur McArdle and seconded by Kevin Ireland, Chair of the FMB Finance Committee. The accounts were approved. Arthur McArdle announced the votes received (For 134, Against 0, Abstentions 2).

3. Election of the Presidential Team of the FMB

i. National President – Jan Eтчells

Arthur McArdle gave a valedictory speech and thanked members and staff for their support over the previous two years.

Arthur McArdle declared all positions vacant and proposed that Jan Eтчells be elected to serve as National President. The proposal was seconded by Gary Webb.

Arthur McArdle announced the votes received (For 135, Against 1, Abstentions 1) and confirmed Jan Eтчells to be the new FMB National President and the first woman to hold the post in the 79 years of FMB's history.

A short video was shown of members congratulating Jan Eтчells on becoming National President.

Jan Eтчells took the chair.

Jan Eтчells gave an acceptance speech and thanked members for their support.

ii. National Vice President – Kevin Ireland

Jan Eтчells proposed that Kevin Ireland be elected to serve as National Vice President. The proposal was seconded by Gary Lewis.

Jan Eтчells announced the votes received (For 135, Against 1, Abstentions 2) and confirmed Kevin Ireland to be National Vice President.

Kevin Ireland thanked members for their support.

iii. Immediate Past President – Arthur McArdle

Jan Eтчells proposed that Arthur McArdle be elected to serve as Immediate Past President. The proposal was seconded by Kevin Ireland.

Jan Eтчells announced the votes received (For 137, Against 1, Abstentions 0) and confirmed Arthur McArdle to be Immediate Past President.

4. Appointment of Auditors

Jan Eтчells proposed, on behalf of the FMB Board, that Moore Kingston Smith LLP be appointed as auditors for the year 2020/2021 and confirmed that the proposal had been seconded by Geoff Snow, Chair of the Audit and Risk Committee.

Jan Eтчells announced the votes received (For = 135, Against = 0, Abstentions = 3).

5. Alterations to the Rules and Articles

Jan Etchells invited Hayley Lorimer, Director of Membership Services to explain the need for the proposed changes to the Articles of Association as outlined in the covering paper that had been provided to all members. It was noted that no changes were proposed to the FMB Rules for 2020.

i. Resolution 1

Hayley Lorimer introduced Resolution 1 which related to seven administrative changes grouped under the resolution and were simple clarifications to wording, to ensure that the Articles are consistent throughout the document, and with other FMB documents such as the Rules.

Jan Etchells announced the votes received (For = 137, Against = 0, Abstentions = 0).

ii. Resolution 2

Hayley Lorimer introduced Resolution 2 which related to five changes in the way that the FMB Board operates. Specifically, the changes included the introduction of the new Behavioural Code for Board Directors, Area Board Members, Committee and Working Group members, which clarifies the expectations and obligations that come with these positions.

The Resolution also confirmed the requirement for such members to be provided with a thorough induction into their role plus an amendment clarifying the association that must exist between any person elected to the FMB Board, and an FMB Member business.

Jan Etchells announced the votes received (For = 135, Against = 0, Abstentions = 1).

iii. Resolution 3

Hayley Lorimer introduced Resolution 3 which related to a change in order to ensure that FMB's Articles of Association are compliant with the Companies Act 2006, which does not allow for temporary substitute Directors to attend Board Meetings or be involved in decision-making by the Board.

Jan Etchells announced the votes received (For = 133, Against = 3, Abstentions = 1).

6. To consider motions on general policy matters submitted from UK Area Boards

Jan Etchells confirmed that no motions had been submitted.

7. Any Other Business

Jan Etchells confirmed that no other business had been submitted to the Chief Executive but that 2 questions had been received.

Brian Berry responded to the questions.

Question 1 from Tony Lockett, Peter Lockett & Sons Builders, Midland Area Board Member:

The Behavioural Code document states that: “FMB reserves the right to carry out background checks on all newly appointed Director, Area Board and committee members, including but not limited to, FMB membership records and Standards Committee records, and to carry out financial due diligence checks”. Best practice is to carry out such checks on a regular annual basis, not just once, on newly appointed members. Does FMB have plans to introduce annual checks?

Brian Berry confirmed that this will be addressed by changing the wording to ‘FMB reserves the right to carry out background checks on a regular annual basis, on the anniversary of each members appointment or election to their role of Director, Area Board or committee member.....’ (wording continues the same as above). Brian Berry confirmed that a form will also be provided for completion on an annual basis so that members can alert FMB to any changes that FMB may need to be aware of.

Question 2 from Robin Atherton, Mack Construction, Yorkshire & Trent Regional President:

Resolution 5iii is factually incorrect and should be rewritten or withdrawn.

Brian Berry confirmed that the FMB had consulted with specialist lawyers on this point and had been advised that in order to be fully compliant with the Companies Act 2006 the FMB had two options which were:

(i) to put in place the same process for appointing substitute Directors as we already have for legal directors (ie: Area Board elections, election of the national representative, and lodging details with Companies House).

(ii) withdraw the option of having substitute directors.

The issue had been discussed by the FMB Board who had agreed that the best course of action would be to withdraw the option of having substitute directors and delete Articles 62 and 63. The result is that if a Legal Director is now unable to attend a Board meeting they have option of attending a meeting online. If a Director is absent for several Board meetings they will lose their place on the FMB Board and a new Director must be elected.

The Chair declared the formal business of the AGM to be over and closed the meeting at 1048 hrs.

**Jan Etchells
NATIONAL PRESIDENT**