

---

Minutes of the 149<sup>th</sup> Annual General Meeting held at the NDFS Head Office, 11-12 Queen Square,  
Bristol BS1 4NT

at 12.30pm on Thursday 30<sup>th</sup> June 2022

**Attendees**

**Board:** Geoff Brown (Chair), Mark Searles, Mary Gavigan, Mike Hughes, Graham Singleton (CEO),  
Julian Ellacott, Ceri Gooder (subject to regulatory approval)

**Members:** Mr D. Burgess, Mrs V. Burgess, Mr O. Jones, Mr P. Keightley, Mr M. Love, Mr N. Thompson,  
Mrs Helvin, Mrs Thal-Jantzen, Mrs K Needs, Mrs G Price, Mrs L Thompson, Nicki Moore

**Other attendees:** Keith Meeres (Secretary), Richard Hall (Civica), Robin Enstone (EY),

---

**1. Chair's opening address**

The Chair opened the meeting, declared that the meeting was quorate and welcomed members to the Society's 149<sup>th</sup> Annual General Meeting.

The Chair introduced members to the Society's Board of Directors and the External Auditor.

**2. Chief Executive's address and business update**

The Chief Executive provided a presentation to the meeting, outlining the Society's performance highlights of 2021, the current product range and the key strategic objectives.

**3. Member questions**

The Chair provided a summary of questions submitted by members in advance of the meeting and confirmed that all questions, together with the Society's response, would be posted on the Society's website. The Chair invited questions from members present.

Mr Burgess asked whether the Society continues to maintain a Benevolent Fund and, if so, whether members should be made aware of it? The Chief Executive confirmed that he will investigate the status of the fund and advised that the Society otherwise uses its discretion in its management of claims to make ex-gratia payments in cases of hardship.

## **RESOLUTIONS**

The Chair asked the meeting to consider the proposed resolutions that had been included in the notice of the meeting.

### **1. To receive for the year ended 31<sup>st</sup> December 2021:**

#### **a. The Annual Accounts**

The resolution was proposed by Mr Burgess and seconded by Mr Keightley.

The votes cast on a show of hands was as follows: all members present voted in favour of the resolution.

The Chair announced the proxy votes as follows:

In favour: 2240; against: 11; abstain: 27.

The Chair declared that the resolution had been carried.

#### **b. The Board's Report**

The resolution was proposed by Mrs Burgess and seconded by Mr Love.

The votes cast on a show of hands was as follows: all members present voted in favour of the resolution.

The Chair announced the proxy votes as follows:

In favour: 2225; against: 12; abstain: 36.

The Chair declared that the resolution had been carried.

#### **c. The Auditor's Report**

The resolution was proposed by Mr Love and seconded by Mr Burgess.

The votes cast on a show of hands was as follows: all members present voted in favour of the resolution.

The Chair announced the proxy votes as follows:

In favour: 2217; against: 14; abstain: 39.

The Chair declared that the resolution had been carried.

**2. To approve the Directors' Remuneration Report for the year ended 31<sup>st</sup> December 2021.**

The resolution was proposed by Mr Love and seconded by Mr Burgess.

The votes cast on a show of hands was as follows: all members present voted in favour of the resolution.

The Chair announced the proxy votes as follows:

In favour: 2142; against: 75; abstain: 55.

The Chair declared that the resolution had been carried.

**3. To approve changes to the Society's Rules enabling attendance at Annual General Meetings to be either electronic or in person, as well as notices by email and electronic Board meetings, as set out in the proposed new Memorandum and Rules available to members in tracked changes upon request.**

The resolution was proposed by Mr Burgess and seconded by Mr Love.

The votes cast on a show of hands was as follows: all members present voted in favour of the resolution.

The Chair announced the proxy votes as follows:

In favour: 2213; against: 40; abstain: 19.

The Chair declared that the resolution had been carried.

**4. To re-appoint Ernst & Young LLP as Society Auditors.**

The resolution was proposed by Mr Burgess and seconded by Mr Love.

The votes cast on a show of hands was as follows: all members present voted in favour of the resolution.

The Chair announced the proxy votes as follows:

In favour: 2204; against: 47; abstain: 24.

The Chair declared that the resolution had been carried.

**5. To re-elect Geoff Brown as a Non-Executive Director for a term of 1 year.**

The resolution was introduced by Mark Searles, Senior Independent Director, proposed by Mr Keightley and seconded by Mr Thompson.

The votes cast on a show of hands was as follows: all members present voted in favour of the resolution

Mr Searles announced the proxy votes as follows:

In favour: 2213; against: 37; abstain: 29.

Mr Searles declared that the resolution had been carried.

**6. To elect Mike Hughes as a Non- Executive Director for a term of 3 years.**

The resolution was proposed by Mr Burgess and seconded by Mr Love.

The votes cast on a show of hands was as follows: all members present voted in favour of the resolution.

The Chair announced the proxy votes as follows:

In favour: 2205; against: 42; abstain: 29.

The Chair declared that the resolution had been carried.

**7. To elect Ceri Gooder as an Executive Director for a term of 3 years.**

The resolution was proposed by Mrs Burgess and seconded by Mr Thompson.

The votes cast on a show of hands was as follows: all members present voted in favour of the resolution.

The Chair announced the proxy votes as follows:

In favour: 2224; against: 30; abstain: 31.

The Chair declared that the resolution had been carried.

---

The Chair advised that the formal business of the meeting had been completed. There being no other business the Chair declared the meeting closed.

Geoff Brown, Chair

30<sup>th</sup> June 2022