

## Annual General Meeting Agenda

Friday 26 September 2025, 12.15 pm for 12.30 pm start  
Online (MS Teams)

### AGM

1. Introduction by Chair of BCHA, Chris Nicholson
2. Apologies for Absence
3. To approve the minutes of the AGM held on Friday 27 September 2024: [Resolution A1](#)  
To approve the minutes of the Special General Meeting held on 15 May 2025: [Resolution A2](#)
4. To receive the Annual Impact Report 2024/25: [BCHA Impact Report 2024-2025](#)
5. To adopt the Audited Accounts for the year ending 31 March 2025: [Resolution B](#)  
(Full accounts available here: [Financial Statements Year ended 31 March 2025](#))
6. To reappoint Crowe LLP as external auditors for the year: [Resolution C](#)
7. To elect new members who offer themselves for election under Rule D11: [Resolution D](#)
  - a) Derek Watters
  - b) Marie Starr
8. To re-elect Members who have completed a 3-year term of office and offer themselves for re-election under Rule D12.1: [Resolution E](#)
  - a) Graham Oliver
  - b) Julie Porter
9. Date of next Annual General Meeting – Friday, 25 September 2026.

Details and supporting information regarding the resolutions follow below.

*By order of the Board, Philip Baker, Company Secretary*

## **For Information - The BCHA Board**

The current Board of 12 comprises:

Chris Nicholson (Chair)  
Aasia Nisar (Vice Chair)  
Ceri Connor  
Peter Edy  
Hannah Lee  
Graham Oliver  
Julie Porter  
Marie Starr  
Asa Stevens  
Derek Watters  
Ian White  
One vacancy (recruitment underway)

The Board expresses sincere thanks to those members who have retired during the year for their valuable contributions over their terms in office:

Ann Parramore (April 2025)  
Asif Khan (May 2025)

The following individuals are seeking election to the Board following appointment in the reporting year (resolution D):

Derek Watters  
Marie Starr

The following individuals are seeking re-election for a second term (Resolution E):

Graham Oliver  
Julie Porter

## Further Information on Resolutions

### Resolution A (item 3)

To approve the minutes of the Annual General Meeting held on 27 September 2024 as per the attached copy.

### Resolution B (item 5)

To adopt the Audited Accounts for the year ending 31 March 2025.

An extract from the audited accounts is available on request. The full accounts were approved by the Board at their meeting on 13 August 2025.

*(Full sets of the Audited Accounts are published on BCHA's website [Financial Statements year ended 31 March 2025](#) and are also available from the offices of BCHA – telephone 01202 410500)*

### Resolution C (item 6)

To reappoint Crowe LLP as external auditors for the financial year 2025/26.

### Resolution D (item 7)

To elect those new members who offer themselves for election to the Board under Rule D11:

#### **a) Derek Watters**

Derek has worked in the Social Housing Sector for over 34 years at senior management level. Throughout this time, he has gained a wealth of experience in Housing, Regeneration, Asset Management and Development. The last 15 years he has led the way in environmental sustainability, net zero carbon and energy efficiency asset investment, external funding and compliance.

Derek has been responsible for the development and delivery of various energy and environmental sustainability, compliance policies and strategies. The includes multi-million-pound investments in energy efficiency initiatives. He has shaped policy around net zero carbon to existing housing stock and national government.

#### **b) Marie Starr**

Marie has over 25 years' experience in the housing sector, both in Local Authorities and Housing Associations, and is a Chartered member of the CiH. She began her career as a housing officer before moving into management of supported housing services. Marie was Head of Care and Support at Synergy Housing, responsible for transforming the sheltered and extra care housing services. In more recent years, Marie has worked for Sovereign Housing, managing supported housing services in the South West. She has led the development of new services, including Housing First in Dorset, working in partnership with the local authority and the charity Shelter.

Marie has led large teams delivering housing and support services and is passionate about ensuring the most vulnerable customers are able to access high quality housing and support.

## Resolution E (item 8)

To re-elect those Members who have completed a 3-year term of office and offer themselves for re-election under Rule D12.1:

### **a) Graham Oliver**

Graham has over 30 years' experience as a Chartered Accountant, latterly helping Housing Associations to connect finance function more closely with operations, from planning through processing to reporting and monitoring. He has achieved this through interim and contract assignments, non-executive positions and through consultancy work, working with associations of all sizes from less than 1,000 properties to G15 London associations.

He has a keen interest in developing people to meet their full potential, and in making finance more understandable for non-financial people, recognising that most decisions in organisations have a financial impact.

Graham chairs the Audit, Risk and Treasury Committee.

### **b) Julie Porter**

Julie is a Fellow of the Royal Institution of Chartered Surveyors and has a degree in Land Management. She has worked within housing development in a variety of roles for over 30 years; she started her career with a private housebuilder before going on to work for a number of regional and national housing associations.

Julie has led a wide range of teams including new business; asset management; planned maintenance; leasehold; sales; marketing; as well as development delivery. Julie is currently Executive Director of Development at Fairhive Homes in Buckinghamshire.

Julie chairs the Development and Asset Management Committee.

<p style="text-align: center;"><b>Bournemouth Churches Housing Association</b> <b>Minutes of Annual General Meeting</b> <b>Held at The Factory, 14 Alder Hills, Poole BH12 4AS and online (MS Teams)</b> <b>On 27<sup>th</sup> September 2024</b></p>
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**Present:**

**Members who are also members of the Board:** Chris Nicholson (Chair), Peter Edy, Hannah Garnett, Graham Oliver, Ann Parramore. **Online:** Aasia Nisar, Julie Porter, Asa Stevens

**Members:** Peter Hoyle, Simon Nightingale. **Online:** Lorraine Lloyd

**Officers:** Philip Baker, Sam Bedford, Paul Crump, Richard Fudge, Chris George, Vicky Gladden, Carl Hall, Nigel Ingram, Vicky Kate, Glyn Kneebone, Amy Maloney, Rachel McMillan, Lorraine Mealings, Amy Menzies, Chandne Miah. **Online:** Lloyd Coates

**Members of the public:** Ian Tate

**Minutes:** Debbie Matthews

**Proxy Forms Received:** Ian White

In accordance with Rule C23, the meeting was quorate.

**1. Introduction by Chris Nicholson, BCHA Board Chair**

The Chair welcomed everyone to the meeting and all introduced themselves.

**2. Apologies for Absence**

Apologies were received from board members Ceri Connor and Ian White, and from members Jonathan Dorey, Paul Dyer, Graham Exon, Rodger Hawkyard, Roy King-Underwood, Roderick Knight, Julie Leigh, Dee O'Neill, Dylan Phillips, Jim and Pat Richardson, Sally Reay and Jonathan Rickard. Regarding officers, apologies were received from Martin Lucas, Finance Director.

**3. Minutes of AGM held Friday, 22<sup>nd</sup> September 2023**

The minutes of the 2023 Annual General Meeting were approved as a true and accurate record.

**4. Annual Impact Report 2023/24**

Lorraine Mealings, CEO, thanked BCHA's Comms team, who had collated the summary of outcomes and achievements covered in BCHA's 2023/24 Impact Report. The report was available on the website and a link had been sent with the meeting papers.

LM highlighted:

- The new branding, matching the areas of focus of the Strategic Plan
- The context of unmet needs and limited resources across all BCHA's geographies
- The importance of working with commissioners, funders and other partners, as BCHA could not achieve the same outcomes in isolation
- Thanks to past and present Board members who generously gave their time to provide leadership and strategic steer to the organisation, in particular Mike Wood and Chris Nicholson, the outgoing and incoming Chairs respectively
- New services: 189 Sherborne Road, Yeovil, supporting those who were homeless; mental health support at Pepperell House, Shaftesbury; new eco-

homes at Hazelmead, Bridport; working with Local Authorities to provide homes for refugees

- A new 5-year Strategic Plan
- The digital journey to modernise working practices
- Closely working with the Customer Steering Group to bring the customer voice into all areas
- The work of BCHA Homes: 4,000+ repairs, managing nearly 1,400 homes, ongoing compliance work
- Customers supported including: 150+ mental health floating support, 250+ modern day slavery, 600+ learners, 120+ adults and children in refuges.

LM concluded that the Impact Report provided a snapshot of what had taken place in the previous financial year, in which everyone in the room had played a part.

The Chair commended to the meeting the Annual Impact Report, which was received and noted.

## **5. Audited Accounts to 31 March 2024**

In the absence of Martin Lucas, Graham Oliver, Chair of the Audit, Risk & Treasury Committee, reported that the BCHA Group accounts were approved by the Board in August, a summary extract having been provided in the AGM papers.

The year had been financially challenging for everyone and the Group surplus of £124k was down on the previous year. BCHA itself showed a modest deficit of £20k against a backdrop of the cost-of-living crisis and wider macroeconomic pressures such as higher interest rates. GO also drew attention to additional maintenance costs and significant investment in digital transformation, which had included a c£160k non-cash write off of legacy systems.

GO noted that liquidity and cash flows had remained strong to manage the risk to the operating environment.

In addition, it had been a positive year for growth, with over £4.5M – c5% balance sheet growth – invested in the acquisition and development of new homes. As part of its mission to meet housing need and end homelessness, BCHA had during the year handed over the 39 homes at the Hazelmead, Bridport, scheme and 16 homes in Plymouth as part of the Local Authority Housing Fund programme for refugees. BCHA maintained a strong funding position with its banking partners and continued successfully to attract grant funding (£3.2M in 23/24).

GO confirmed that BCHA's auditors, Crowe, had completed their external audit work and, following feedback to the Audit, Risk & Treasury Committee, had issued an unqualified audit report for each company within the Group. The final audited accounts, with the full details, were available on BCHA's website.

GO therefore recommended the adoption of the accounts by the meeting.

The meeting approved the adoption of the Audited Accounts for the year ending 31 March 2024.

## **6. Re-appointment of Crowe LLP as external auditors for the year**

Graham Oliver continued with the next item on the agenda, reminding the meeting that Crowe had been appointed following a tender in 2021/22. They had now completed the three years of the contract and the Audit, Risk & Treasury Committee would review their performance at its meeting in October.

Pending that review, GO was happy to recommend Crowe's reappointment for another year.

The meeting agreed to re-appoint Crowe LLP as External Auditors for the year beginning 1 April 2024 to 31 March 2025.

#### **7. To elect new members who offer themselves for election under Rule D11**

One new member was proposed for approval at this AGM and details of Hannah Garnett's background and skills had been circulated. The Chair commented that HG came with significant experience, which he was sure would be a great asset to the Board.

The meeting approved the appointment of Hannah Garnett to the BCHA Board.

#### **8. To re-elect Members who have completed a 3-year term of office and offer themselves for re-election under Rule D12.1**

Two members, Aasia Nisar and Asa Stevens, had offered themselves for a further 3-year term of office. A summary of their knowledge and experience, as well as their current roles within BCHA had been included in the papers: AN was Vice Chair of the Board, Chair of the Governance Committee and regularly supported meetings of the Customer Steering Group; AS was a member of the Audit, Risk & Treasury Committee and a serving Trustee for RECOOP, one of BCHA's subsidiaries.

The meeting approved the re-appointment of Aasia Nisar and Asa Stevens for a further 3-year term of office.

#### **9. Date of next Annual General Meeting - Friday, 26<sup>th</sup> September 2025**

The Chair thanked all for attending and closed the meeting.

Those who were able stayed for presentations from Tom Hayes MP (Bournemouth East), on the new Government's mission-based approach, working with others to find solutions to the challenges for the sector, and Lorraine Mealings, CEO, on BCHA's new Strategic Plan.

**Bournemouth Churches Housing Association  
Minutes of Special General Meeting  
Held online (MS Teams)  
On 8<sup>th</sup> May 2025**

**Present:**

**Members who are also members of the Board:** Chris Nicholson (Chair), Peter Edy, Hannah Lee, Julie Porter, Marie Starr, Ian White

**Members:** Peter Hoyle, Julie Leigh

**Officers:** Philip Baker, Lorraine Mealings

**Minutes:** Debbie Matthews

**Proxy Forms Received:** Jonathan Dorey, Gill Downey, Graham Exon, Rodger Hawkyard, Asif Khan, Roy King-Underwood, Aasia Nisar, Sally Reay, Derek Watters, Michael Wood.

In accordance with Rule C23, the meeting was quorate (quorum being five members, of whom two were present in person).

**1. Welcome from Chris Nicholson, Chair of the BCHA Board, and introductions**

The Chair welcomed everyone to the meeting and all introduced themselves.

**2. Reason for convening the Special General Meeting and questions**

The Chair summarised the background to and reasons for the proposed change in the Constitution brought to this Special General Meeting.

Given the involvement of the churches when BCHA was founded, there were nomination rights to the Board for three groups: the Anglican Church, Roman Catholic Church and the Free Church Federal Council. A few years ago, the Free Church withdrew from its rights to nominate a member of the Board.

Since April 2023, BCHA had had no church nominees from either the Roman Catholic or Anglican Churches despite several attempts to contact both deaneries to seek nominees.

When approached recently, the RC Bishop of Portsmouth responded, and a meeting was arranged in January with Msgr John Nelson, the Company Secretary and the Chair. At the meeting, the current work of BCHA was discussed to understand whether there was continued value in the RC Church providing a nominee. The view was reached that nomination rights were no longer appropriate, an important element in the decision being that the churches had originally stepped in to fill a gap at the time when there was a lack of statutory oversight of homelessness, which was no longer the case. Msgr Nelson felt the church's mission was now focused elsewhere, which was the rationale for the RC church deciding to withdraw from its nomination rights.

The Chair advised that no response had been received from the Anglican church, notwithstanding several attempts from PB, the Company Secretary, to engage.

The Chair explained that this situation meant BCHA had technically been in breach of its Constitution for the past two years, which was not a tenable position. The Board had therefore come to the conclusion that the Rules should be changed to ensure compliance with the Constitution. The Chair observed there were broader issues about BCHA's changing role more generally but the trigger for this proposal was to end the breach of the Constitution.



JL responded by recalling the strong history of church backing for over 50 years, from BCHA's founding to ongoing involvement such as STFH's Board including the Dean of Salisbury Cathedral. JL pointed out the decision of Swanage Housing Association to merge with BCHA had been predicated on the strong Christian connections. Whilst recognising the issue of compliance with the Constitution, JL felt this move would be turning the back on the churches' contribution and wondered if there would be more success if the diocese was widened from Bournemouth/Winchester to include Exeter and Plymouth. JL asked to what extent BCHA had reached out to the churches to communicate what it was and did.

PB advised there had been active attempts over a two-year period to make contact with the Anglican Church. PB pointed out that the previous Anglican nominee, Paul Dyer (PD), had been on the Board for the full 9-year term, so the church had not been approached for a nominee for some time. PB, JL, PD and the Chair of the Governance Committee had met to discuss this issue, following which PD had reached out to the Area Dean but had received no response. PB had received one email reply when he wrote to ask someone to contact him, the person saying he would put out feelers, but had no reply to his follow-up email. PB felt it important to recognise the attempts which had been made but therefore concluded it was difficult for someone outside the church to be able to facilitate ongoing nominations.

PH, himself a practising Christian at the Salvation Army church in Boscombe, was disappointed the local churches were not showing more interest in being involved in what he felt was the wonderful work of BCHA. PH acknowledged PB's unsuccessful efforts in approaching the churches, and accepted the difficulty BCHA was facing in not complying with its Constitution, which he agreed needed to be put right. If the Constitution was changed, PH asked that invitations continued to be given to the churches to give them an opportunity to put someone forward, although others could fill posts if no nominations were received, so BCHA did not move too far from its origins.

The Chair observed he shared to some extent PH's disappointment, commenting there was a desire to continue to have strong links - to the extent that it was wanted - with the churches but also with people of other faiths or none. The Chair commented it was clear from the discussion with Msgr Nelson that links would continue but without the historic formality. The Chair reiterated BCHA had in some ways moved on from its original mission, saying he had come to the view the Constitution needed to be changed, as BCHA was not adhering to it.

Whilst recognising the need to comply with the Constitution, JL said she was very disappointed and felt the need to stand for those in the past for whom the Christian connections had been pivotal.

### **3. Resolution No 1 (which requires two thirds of members present in person or by proxy to approve it)**

As there were no further comments, the Chair brought the meeting to a vote on the resolution in the papers which had been circulated to amend Rule D2 of the Rules of Association. The Chair explained this required two-thirds of those present or who had voted by proxy to support the resolution for it to be carried.

#### Present:

In favour – 7  
Against – 1  
Abstain – 0

#### Proxy votes:

In favour – 8  
Against – 2

The Chair concluded the two-thirds majority had been reached and the resolution therefore carried.

#### **4. Next Steps and Chair's Close of Meeting**

The Chair stressed he understood and respected the reasons why some had not felt able to support the resolution, thanking JL for expressing those views. The Chair noted the importance of understanding and honouring as far as possible the history and contribution the churches had made in making BCHA the organisation it had become, and which he trusted it would continue to be under the stewardship of the current Board.

The Chair thanked everyone for attending and for their contributions, then closed the meeting.

# PROXY FORM

The instrument referred to in Rule C28 shall be in the following form:

I, ..... (Your Full Name)

of .....(Your Address)

in the County of ....., being a member of Bournemouth Churches Housing Association, **hereby appoint** the Chair **OR** the following named person (delete as required) .....(proxy's name) of .....(proxy's address) as my proxy to vote for me and on my behalf at the Annual General Meeting of the Association to be held on Friday 26 September 2025, and at any adjourned meeting.

I direct my proxy to vote in the following ways (completion of this is optional):

Resolutions	For	Against	Vote withheld
A1) To approve the minutes of the Annual General Meeting held on 27 September 2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
A2) To approve the minutes of the Special General Meeting held on 8 May 2025	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
B) To adopt the Audited Accounts for the year ending 31 March 2025	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
C) To reappoint Crowe LLP as External Auditors for the year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
D) To elect to the Board under Rule D11 those offering themselves for election to fill vacancies:			
Derek Watters	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Marie Starr	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
E) To re-elect to the Board under Rule D12.1 those offering themselves for a further 3-year term			
Graham Oliver	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Julie Porter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

As witness my hand this ..... day of .....2025 (DATE)

Signed -----

Name (printed) -----

PLEASE RETURN BY EMAIL OR POST (Company Secretary, The Factory, 14 Alder Hills, Poole BH12 4AS), TO BE RECEIVED NOT LATER THAN **5.00 PM FRIDAY 19 SEPTEMBER 2025**.

#### Notes to the proxy form

1. A proxy does not need to be a member of the Association, but must attend the meeting to represent you.
2. Appointment of a proxy does not mean you cannot attend and vote at the AGM in person. If you have appointed a proxy and then attend in person, your proxy will be automatically cancelled.
3. If you sign and return this form with no person named, the Chair will be deemed to be your proxy.
4. If no voting instruction is given, your proxy will vote for, against or abstain at their own discretion.
5. To appoint a proxy using this form, you must complete and sign the form, and deliver it back to the Company Secretary at BCHA, The Factory, 14 Alder Hills, Poole BH12 4AS or [companysecretary@bcha.org.uk](mailto:companysecretary@bcha.org.uk) no later than 5.00pm on Friday, 19th September 2025.
6. You should keep a copy of this form and give a copy to your proxy.