**Location:** Online

**Application**: Ring Central

**Facilitator:** Petr Luksan

**Documents**: All documents to support the meeting available via the link: https://castlecommunitybank.co.uk/egm-2021/

**Attendees:** See Appendix 1

**Proxy Votes:** See Appendix 2

|  |  |  |
| --- | --- | --- |
| **Board Attendees** | **Position** | **Attendance Y/N** |
| Ian Irvin (Chairman) – **(II)** | Chair | Yes |
| Austin Flynn – **(AF)** | Non-Executive Director | Yes |
| Keith Macdonald - **(KM)** | Non-Executive Director | Yes |
| Arthur Mathieson – **(AM)** | Non-Executive Director – Company Secretary | Yes |
| Douglas Reid – **(DR)** | Non-Executive Director – Money Laundering Reporting Officer | Yes |
| Mary Jane Brouwers - (**MJB)** | Non-Executive Director - Treasurer | Yes |
| Adrian Sargent (**CEO**) | CEO | Yes |

**Minutes:**

1. **Opening Remarks**
   1. **II** opened the meeting at 15.00 hours and welcomed all attendees.
2. **Ascertain Quorum**
   1. As there were 18 members in attendance the meeting was confirmed to be quorate
3. **Any Other Competent Business (AOCB)**
   1. No additions to the AOCB section of the agenda were proposed
4. **Chair overview**

**II** covered the following:

* 1. Reiterated the purpose of the meeting which was to:
     1. Approve the changes to the Rule Book which are necessary to widen Castle Community Bank Common Bond, to enable an Internal Audit function to replace the previous Supervisory Committee and permit the payment of Directors. In making these changes it should be noted that some “modernisation” was also included
     2. As the business has grown considerably and changed some dynamics to put in place the ability to remunerate Directors of the Board
     3. Appoint Adrian Sargent (CEO) to the Board

1. **CEO Update**

**APS** addressed the meetingand highlighted the following:

* 1. Reiteration that the Castle Community Bank business has progressed significantly and is on track to continue to do so
  2. Year-end at 30/09/2021 approaching and preparation well underway to conclude the 2021 financials so these can be shared to all soon. This year they will include a narrative on the business position from the Chair and CEO
  3. Internal Audit is a necessary requirement to help manage the controls as well as required by the regulator within the growing business
  4. Castle Community Bank started out with a footprint in the Edinburgh conurbation, this has now expanded to a UK wide footprint
  5. To support the expanded business the operational team has expanded and the skill sets at Board level are being widened
  6. Membership numbers increasing and now c3500

1. **Motion 1 – Approval of New Rule Book**
   1. Attendees at the meeting were requested to vote by **II** to approve the New Rule Book, the result of the vote was:

|  |  |  |  |
| --- | --- | --- | --- |
|  | **Members** | **Proxy** | **Total** |
| **Number of Votes For** | 18 | 15 | 33 |
| **Number of Votes Against** | - | 1 | 1 |

Approval carried

1. **Motion 2 – Appoint Adrian Sargent (CEO) to the Board of Directors**
   1. Attendees at the meeting were requested to vote by **II** to approve the appointment of Adrian Sargent (CEO) to the Board of Directors, the result of the vote was:

|  |  |  |  |
| --- | --- | --- | --- |
|  | **Members** | **Proxy** | **Total** |
| **Number of Votes For** | 18 | 15 | 33 |
| **Number of Votes Against** | - | 1 | 1 |

Approval carried

1. **Motion 3 – Approval of Directors Fee to be paid at relevant Market Rate**
   1. Attendees at the meeting were requested to vote by **II** to approve Directors Fees to be paid at relevant Market rate, the result of the vote was

|  |  |  |  |
| --- | --- | --- | --- |
|  | **Members** | **Proxy** | **Total** |
| **Number of Votes For** | 18 | 13 | 31 |
| **Number of Votes Against** | - | 3 | 3 |

Approval carried

1. **AOCB**

None was added to the agenda

1. **Meeting Closure**
   1. **II** thanked everyone for their attendance and contribution and closed the meeting at 15.15 hours

**Appendix 1 – Meeting Attendees**

Arthur Mathieson

Austin Flynn

Colin Millar

Janet Shieff

Margaret Strachan

Mary Jane Brouwers

Sanjeev Pottay

John Grierson

Keith Macdonald

Adrian Sargent

Toby Gruber

Danuta Jastrzebski

Ian Irvin

Douglas Reid

Karen Poulson

Emma McNeill

Dominic Rockman

Petr Luksan

**Appendix 2 – Proxy Votes**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **2021 EGM Proxy Forms** | | | | |
| **No** | **Member Name** | **Motion 1** | **Motion 2** | **Motion 3** |
| 1 | Alan Kennett | Yes | Yes | Yes |
| 2 | Margaret Evans | No | No | No |
| 3 | James Thom | Yes | Yes | No |
| 4 | Frances Durie | Yes | Yes | Yes |
| 5 | Mary Q-Burnside | Yes | Yes | No |
| 6 | Marion Hosie | Yes | Yes | Yes |
| 7 | Frances Inglis Gardiner Cohen | Yes | Yes | Yes |
| 8 | Marjorie Ebbs | Yes | Yes | Yes |
| 9 | Louise Hough | Yes | Yes | Yes |
| 10 | James Senior | Yes | Yes | Yes |
| 11 | Charles McMaster | Yes | Yes | Yes |
| 12 | Colin Owenson | Yes | Yes | Yes |
| 13 | Robert Simpson | Yes | Yes | Yes |
| 14 | Elizabeth McVay | Yes | Yes | Yes |
| 15 | Euphemia Anderson | Yes | Yes | Yes |
| 16 | Sarah Cuthbert | Yes | Yes | Yes |
|  | Total Votes | 16 | 16 | 16 |
|  | Total Yes | 15 | 15 | 13 |
|  | Total No | 1 | 1 | 3 |