

# Regen SW

## Annual General Meeting minutes

Date of AGM: 10.00am 9 September 2020 via Zoom

Chaired by: Michael Huntingford

### Present:

#### Regen Board of directors & members:

Michael Huntingford, Zero Carbon Marine, Chair of Regen  
Alan John, Osborne Clarke  
Sonya Bedford, Stephens Scown

#### Regen Board of directors:

Merlin Hyman, Chief Executive, Regen  
Johnny Gowdy, Director, Regen  
James Vaccaro, Repattern  
Cathy McClay, Sembcorp

#### Regen members:

Ben Hill, B3 New Energy  
Keila Abreu, Electric Land  
Helen Seagrave, Electricity North West  
Lebona Vernon, ESB Energy  
Jackie Hook, Teignbridge District Council  
Philip Bazin, Triodos Bank  
Mike Ryan, Habitat Energy  
Andrew Slaney, Low Carbon Estates  
Neil Stott, Mypower  
Humphrey Bradley, Prevera  
Steve Atkins, Scottish and Southern Electricity Group  
Barry Wyatt, South Gloucestershire Council  
Mark Howitt, Storelectric  
Anthony Price, Swanbarton  
Kayte O'Neill, National Grid ESO

### In attendance:

Rachel Hayes, Head of Networks, Regen  
Philippa Eddie, Infrastructure and Projects Authority  
Paula Scott, Finance and Commercial Manager, Regen

### Proxy Notices received:

One proxy notice was received from Teign Energy Community and was included in the votes.  
Voting during the meeting was carried out by a show of hands.

### 1. Welcome

Michael Huntingford opened the meeting and welcomed members.  
The members present were asked for their consent for Michael Huntingford to act as chair of the meeting and this was approved by a show of hands.

### 2. Review of the year

Merlin Hyman presented a review of Regen's activity in the previous year. He thanked the board of directors and the members for helping to amplify Regen's voice in the sector.  
Rachel Hayes highlighted some of the projects Regen has delivered all of which further the company's mission to enable the transition to a low carbon energy system.

### **3. Minutes of the previous AGM**

The minutes of the AGM held in 2019 were received and accepted.

The minutes were signed on behalf of the board of directors by Michael Huntingford as Chair.

### **4. Special resolution to amend the company's articles of association**

The resolution to amend the company's articles of association was outlined by Michael Huntingford. A proposal to increase the maximum number of directors from 9 to 10 was in response to the widening scope of Regen's work and to ensure that Board representation was appropriately broad in experience. Coincidentally the change would allow the appointment of two new non-executive directors who had been selected during a recent recruitment exercise.

The special resolution to increase the number of directors from 9 to 10 was approved following a majority vote by more than 75% of those present.

### **5. Resolution to receive the Company's annual accounts for the financial year ended 31st December 2019 together with the directors' report and the auditor's report on those accounts**

The financial statements were presented by Paula Scott and recommended by the board of directors for adoption.

Proposed by: Neil Stott

Seconded by: Helen Seagrave

The resolution was passed unanimously.

### **6. Resolution to receive the annual report to members.**

Proposed by: Steve Atkins

Seconded by: Sonya Bedford

The resolution was passed unanimously.

### **7. Resolution to re-appoint the following persons as directors of the company.**

Michael Huntingford was proposed for re-election by rotation and the board of directors recommended that he should be reappointed.

Alan John was proposed for re-election by rotation and the board of directors recommended that he should be reappointed.

Proposed by: Sonya Bedford

Seconded by: Alan John

The resolution to re-appoint Michael Huntingford and Alan John was passed unanimously.

## **8. Resolution to appoint new directors**

A resolution was proposed to appoint the following two new non-executive directors recommended by the board of directors:

- Kayte O'Neill
- Philippa Eddie

Proposed: Helen Seagrave

Seconded: Steve Atkins

## **9. Resolution to appoint auditors**

Michael Huntingford recommended the appointment of Simpkins Edwards as the company's auditors following a tender process. The resolution proposed was to appoint Simpkins Edwards as auditors to hold office from the conclusion of the meeting to the conclusion of the next meeting at which accounts are laid before the Company at a remuneration to be determined by the directors.

Proposed by: Steve Atkins

Seconded by: Alan John

The resolution was passed unanimously.

The meeting closed at 11.00am

Signed by: \_\_\_\_\_

Michael Huntingford, Chair, Regen SW