Minutes of Meeting

Meeting: Annual General Meeting
Date: 4 September 2025
Time: 6.00pm
Venue: Aureus School, Candytuft Way, Harwell, Oxon OX11 6FF

Present - Members:

Please see attached document for list of Members present and Members using their proxy vote (Appendix A).

Also in attendance but attending in capacity of job role:

Matt Archer	Nasreen Hussain	Beau Rickerby
Alyson Barnes	Glenn Loftus	Andy Tollett
Marisa Elliott	Paul Neale	Kate Wareing

Apologies:

Please see attached document for list of Members giving their apologies (Appendix A).

1. Welcome and Introduction

The Chair of the Board introduced himself and welcomed Members to Soha's AGM at Aureus School in Harwell. He explained that the purpose of this meeting is for Members to approve the core AGM business including the Annual Report and Accounts, the Communities Strategy and Board membership. It is also an opportunity for Members to meet the Board, staff and other residents.

He explained that since he became Chair in September 2024, there had been a significant change within Soha and that was to establish an in-house responsive repairs and voids service named Soha Response. This was in direct response to resident feedback on the existing responsive repairs service. As well as appointing a Board, we have successfully set up, recruited for trade operatives and management staff and then launched Soha Response on 6 May. The first six months have been positive with early signs of improvement in resident satisfaction.

The Chair noted there are a number of big decisions for Soha in the coming year including priorities for the homes we should build or buy and also the environmental efficiency works we should consider installing in existing homes.

2. Approval of Minutes

The minutes of the AGM held on the 5 September 2024 were approved via a majority show of hands.

Resolved:

That the minutes of the Annual General Meeting held on 5 September 2024 be approved as a correct record and signed by the Chair.

3. Matters Arising

There were no items raised.

4. Annual Report and Financial Statements for the year ended 31 March 2025

The Chief Executive gave a brief review and provided some key highlights from the previous year including:

- The launch of Soha Response - the Chief Executive echoed the comments of the Chair in terms of Soha Response. She advised that although Soha Response officially launched in May 2025, there had been a huge amount of work that had taken place in advance to make the launch successful. It was noted that there had been significant improvement in the quality of service as demonstrated via resident feedback and comments.

- Re-financing - the Chief Executive advised that we have successfully secured additional funding of £100m on a fixed rather than a variable interest rate basis.

- Development capacity – the Chief Executive advised that we have increased capacity to 200 new homes per year. We also delivered our first net zero carbon scheme at Cullum House in Wheatley. One of the new residents at Cullum House spoke about her experience of living in a net zero carbon home.

- Tenant Satisfaction Measures (TSMs) – the Chief Executive noted that we gather feedback via a quarterly survey using a company called Acuity. The data tracks how satisfied tenants are with a range of areas and Acuity then compares us with other housing associations and provides us with the benchmarking information.

  She drew Members' attention to the figures highlighted in yellow (satisfaction with repairs completed in the last 12 months and the time taken to complete a repair) which are below the median and where we would like to be. However, they have improved since the data was published.

Next, the Chief Executive focused on the Corporate Plan 2025-30 and the objectives we have set ourselves in terms of homes – now and in the future, who we house, our mutual status, and our commitment to residents and local communities.

The Director of Finance and Resources took Members through a presentation on some of Soha's key financial achievements during the previous year. She explained that Soha had performed well with total income for 2024/25 of £59.7m excluding property sales. In addition to the income received from rents, we have seen an increase in property sales.

She advised that Soha spent £32.3m on maintenance and improvements to resident's homes. We had an overall surplus of £9.0m (after interest payments of £15.5m). She noted that the majority of our surplus together with additional funding enables us to continue building new homes. This year we have built 77 new homes at a cost of £31.8m. In addition, there are 261 new homes under construction.

The Chair then invited questions from Members.

A Member asked how many residents were called by Acuity as part of the quarterly TSM survey. The Chief Executive confirmed that approximately 300 residents were contacted.

The Chair asked Members to approve the Annual Report by a show of hands. A majority of members took part in the vote and the Annual Report was approved.

The Chair then asked members to approve the Financial Statements by a show of hands. A majority of members took part in the vote and the Financial Statements were approved.

Resolved:

That the Annual Report and Accounts for the year ended 31 March 2025 be adopted (in accordance with Rule C19.1).

5. Appointment of Auditor

The Chair of the Audit and Risk Committee informed Members of the work the Committee had undertaken during the year. He advised that Soha had received positive feedback from RSM on the Internal Audits carried out. This provides the Board with a reasonable level of assurance on the effectiveness of internal controls.

The Chair of the Committee confirmed that new risk management software had been implemented during the year which had improved how we are able to review top live risks and internal controls across the business.

Next, the Chair of the Committee commented on the work of Bishop Fleming, our External Auditors. He advised that we've experienced an excellent level of service from them and that the production of the year-end accounts had gone smoothly. Bishop Fleming raised no concerns and had provided a clean audit.

The Committee, at their meeting on 2 July 2025, agreed that Bishop Fleming were performing well and recommend to Members that they be re-appointed.

The Chair of the Board asked Members to vote by a show of hands. A majority of Members approved the motion.

A Member asked about stress testing of the Business Plan and how the various sensitivities were chosen. The Chair of the Committee confirmed that these were suggested by members of both the Senior Leadership Team and the Board based on the economic operating environment and intelligence from our risk advisors.

Resolved:

That Bishop Fleming be re-appointed as the Association's External Auditors for the period until the next Annual General Meeting (in accordance with Rule C19.3).

6. Election of Board Members for 2025/26 and Process of Election to the Board

In accordance with rule D12, Jenny Ekelund must retire from the Board having served the maximum of nine years as a Board member. The Chair thanked Jenny for her excellent stewardship and hard work during her tenure including a year as Chair of the Board.

The Chair advised that Members had approved an increase in the number of members on the Board to thirteen last September to enable a smooth transition for the role of Chair. Therefore, we were not anticipating a requirement to recruit to the Board during 2025 following Jenny's retirement. However, Janet Crooks tendered her resignation as a Board member in July and we are about to commence recruitment for a new Board member.

In accordance with rule D13.1, Dave Lakin and Emma Luddington must retire from the Board having served a full term of three years. They have indicated that they would like to stand for re-election. The Chair asked Members to vote by a show of hands. The proposal was approved by a majority of Members.

It is proposed that Peter Sloman who is currently a co-opted member of the Board becomes a full member of the Board. The Chair asked Members to approve this change by a show of hands. The proposal was approved by a majority of Members.

The Chair asked Members to note the process of electing new Board members which is an extract from the approved Board Member Recruitment and Selection Policy.

Resolved:

That:

1. **Dave Lakin be re-elected as a Board member for a further year;**
2. **Emma Luddington be re-elected as a Board member for a further three years; and**
3. **Peter Sloman becomes a full member of the Board.**

7. Communities Strategy

The Director of Housing and Communities provided a presentation on the delivery of the objectives in the Communities Strategy 2024-25 alongside the plan for the new strategy.

He reminded Members of the key themes from the 2024-25 strategy and then gave an update on the progress of the actions and how these have been achieved. He noted that the headlines for our locality-based working over the past year have been to: review the effectiveness of how locality teams work, improve how we communicate about local priorities in more targeted ways and improve follow-up when residents respond to surveys about services.

In addition, the headlines for our approach to resident involvement were to: deliver two scrutiny reviews leading to service improvement, ensure meaningful resident involvement in the corporate plan priority-setting process, maintain accountability through the disability awareness and seniors groups and engage with younger residents.

Next, the Director of Housing and Communities took Members through the new Communities Strategy and advised that through insights from residents and data analysis, three key themes have emerged. These are:

1. We want to hear from a wider range of residents
2. We want to invest in strengthening long-term partnerships
3. We want to be increasingly local in how we work

He explained how we are aiming to achieve this together with plan for how we will measure and deliver the action plan.

The Chair thanked the Director of Housing and Communities and invited questions from Members.

A member noted that it could be difficult to get residents involved and asked how this would happen. The Director of Housing and Communities advised that we will engage more locally with residents, offer flexibility when arranging meetings and events and encourage already involved residents to connect with others in their community.

The Chair asked Members to approve the new Communities Strategy 2025-28 by a show of hands. A majority of Members took part in the vote and approved the new strategy.

Resolved:

That Members approve:
1. The Board's report on the delivery of the objectives in the Communities Strategy 2024-25; and
2. The new Communities Strategy 2025-28.

The Chair formally closed the AGM at 7.10pm.

Signed:_________________________ Date: ____________________

Appendix A – Members in attendance and apologies received.

Soha's AGM - 4 September 2025					
First Nam	**Last Name**	**Type of Shareholde**	**Attendir**	**Prox**	**If yes, who**
Anthony	Abbots	Resident	N	Y	Chair
Annastacia	Abbots	Resident	N	Y	Chair
Angelina	Agyeman	Resident	Y	N/A	N/A
Jane	Angell	Resident	Y	N/A	N/A
Matt	Archer	Staff/Director of Housir	Y	N/A	N/A
Samara	Arnold	Staff	N	N	N/A
Andrea	Bain	Staff	N	N	N/A
Dreena	Barnard-Lloyd	Resident	Y	N/A	N/A
Alyson	Barnes	Engagement & Commu	Y	N/A	N/A
Cheryl	Beesley	Resident	Y	N/A	N/A
Tim	Bolton	Exising Shareholder	N	N	N/A
Vic	Breach	Exising Shareholder	Y	N/A	N/A
Sonia	Brooks	Resident	N	N	N/A
Margaret	Buckell	Resident	Y	N/A	N/A
Karen	Chandler	Resident	N	N	N/A
Charlotte	Copcutt	Staff	Y	N/A	N/A
Samantha	Denton	Resident	Y	N/A	N/A
Victoria	Dingle	Board	Y	N/A	N/A
Andrew	Down	Exising Shareholder	N	Y	Chair
Bertie	Doy	Resident	Y	N/A	N/A
Craig	Dransfield	Staff	Y	N/A	N/A
Rose	Duncan	Resident	Y	N/A	N/A
Dave	Edge	Staff	N	N	N/A
Valerie	Edwards	Exising Shareholder	N	Y	Chair
Jenny	Ekelund	Board	Y	N/A	N/A
Marisa	Elliott	Staff/Company Secreta	Y	N/A	N/A
Debbie	Evans	Resident	N	N	N/A
David	Everiss	Resident	N	Y	Chair
Vera	Excel	Resident	Y	N/A	N/A
Penny	Finburg	Staff	N	N	N/A
Brian	Foley	Resident	Y	N/A	N/A
Sue	Funge	Resident	N	N	N/A
Marion	Gardner	Resident	Y	N/A	N/A
Ann	Gascoyne	Resident	N	Y	Chair
Raymond	Gibbs	Resident	N	N	N/A
Barry	Gittens	Resident	N	Y	Chair
Mark	Goldring	Board	Y	N/A	N/A
Philippa	Gould	Resident	N	N	N/A
Angela	Harding	Resident	Y	N/A	N/A
Rebecca	Harwood Lincoln	SR Board member	Y	N/A	N/A
John	Henderson	Resident	N	N	N/A
Sharn	Hooper	Staff	Y	N/A	N/A
Carol	Howard	Resident	Y	N/A	N/A
David	Howard	Resident	Y	N/A	N/A
Elizabeth	Howells	Resident	N	Y	Chair
Nasreen	Hussain	Staff/Director of Financ	Y	N/A	N/A
Clive	Jepson	Resident	Y	N/A	N/A
Monika	Jürgens	Resident	Y	N/A	N/A
Ian	King	Exising Shareholder	N	Y	Chair
Val	Kir	Exising Shareholder	Y	N/A	N/A
Dave	Lakin	Board	Y	N/A	N/A
Edwina	Lamond	Resident	N	N	N/A
Anne	Lavan	Resident	N	Y	Chair
David	Lloyd	Resident	Y	N/A	N/A
Glenn	Loftus	Head of Asset Manage	Y	N/A	N/A
Jackie	Logan	Staff	Y	N/A	N/A
Emma	Luddington	Board	Y	N/A	N/A
Harold (calle	Main	Resident	Y	N/A	N/A
Nicki	Malha	Resident	Y	N/A	N/A
Carol	McDowell	Resident	N	Y	Chair
Joan	McKinley	Resident	N	Y	Chair
William	McKinney	Resident	N	N	N/A
Nicky	Mellings	Exising Shareholder	N	Y	Chair
Josie	Midwinter	Resident	Y	N/A	N/A
Johanna	Miller	Resident	Y	N/A	N/A
David	Mody	Board	N	N	N/A
Irenka	Motyka	Resident	Y	N/A	N/A
Paul	Neale	Energy & Sustainability	Y	N/A	N/A
Peter	Nkum	Board	N	N	N/A
Ann-Marie	O'sullivan	Resident	Y	N/A	N/A
Eliane	Pony	Resident	Y	N/A	N/A
Michelle	Pugh-Roberts	Staff	Y	N/A	N/A
Beau	Rickerby	Managing Director of S	Y	N/A	N/A
Liz	Roberts	Staff	N	Y	Chair
Duncan	Roome	Resident	N	Y	Chair
Neelam	Rutti	Resident	Y	N/A	N/A
Tim	Sadler	SR Board member	Y	N/A	N/A
Sheila	Sams carer	N/A	Y	N/A	N/A
Kay	Sentance	Resident	Y	N/A	N/A
June	Shaw	Resident	Y	N/A	N/A
Sarah	Simmonds	Resident	Y	N/A	N/A
Alison	Simmonds	Not a member	Y	N/A	N/A
Peter	Sloman	Board	Y	N/A	N/A
Lucy	Smith	Staff	N	Y	Chair
Hayley	Smith	Board	Y	N/A	N/A
Martyn	Thorne	Board	Y	N/A	N/A
Andy	Tollett	Staff	N	N	N/A
Kate	Wareing	Staff/Chief Executive	Y	N/A	N/A
Paul	Waterman	Resident	Y	N/A	N/A
Lucy	Weston	Exising Shareholder	N	N	N/A