Hedyn

Minutes of the 24 September 2025 Tai Hedyn Limited Annual General Meeting (AGM).

Hybrid meeting (Nexus House/Microsoft Teams)

Attendance

Virtual attendance = [v]

Shareholders:

- Lynda Sagona (Chair)
- Dale Walker
- Anthony Hearn
- Claire Marshall
- Sanni Salisu
- Mike Usher
- Chris Sutton
- Keith Wood
- Jayne Rose
- David Palmer
- Margaret Roberts [v]
- Christine Kemp-Philp [v]
- Doiran Jones OBE [v]
- Lorraine Morgan [v]

Shareholders (Proxy voted):

- Peter Hamill

- Terence Roberts
- Ann Roberts
- Paul Everitt
- Reginald Orford
- Darren Newman
- Nigel Garbutt
- Vivian Beagan
- Michael Moore
- Mark Harris
- Deborah Loosmore
- Wayne Hodgson
- James Tarrant
- John Jackson
- Sarah Tipping
- Martin Reed

Colleagues:

- Paula Kennedy - Group Chief Executive Officer (GCEO)
- Gareth Yeoman-Evans - Group Executive Director of Resources
- Peter Crockett - Group Executive Director of Growth
- Joanne Kirrane - Group Executive Director of Operations
- Joanna Fairley - Director of Governance and Company Secretary
- Sophie Wint - Director of Finance
- Chris John - Director of Strategy
- Matthew Davies - Director of Design, Placemaking and Delivery
- Ben West - Head of Corporate Governance and Compliance [v]
- Sarah Felvus - Governance Team Leader – Minute Secretary [v]
- Michelle Howells - Governance and Corporate Services Officer
- Joanna Goodman - Governance and Compliance Officer
- Kirti Singh - Governance Assistant

Guests:

- Clive Edwards - External Auditor, Menzies
- Michael Jones - External Auditor, Bevan Buckland [v]
- David Egan - Vice Chair of Buzz [v]

1.0 GCEO Welcome and introductions

1.1 The GCEO opened the meeting at 17:01, welcoming Shareholders, colleagues and guests to Hedyn's inaugural AGM.

1.2 Acknowledging the meeting's hybrid approach that facilitated improved accessibility, the GCEO set out the evening's proceedings, highlighted key housekeeping rules and confirmed deletion of the AGM's recording would follow the completion of draft minutes.

1.3 The GCEO continued, introducing the Chair, Lynda Sagona and Company Secretary, Joanna Fairley, and the association's external auditors, Clive Edwards from Menzies LLP and Michael Jones from Bevan Buckland LLP.

1.4 Summarising the agenda of the "business only" meeting, the GCEO concluded their introduction, informing Shareholders to direct any questions in relation to the evening's event to ben.west@hedyn.wales, before handing over to the Chair.

2.0 Board Chair Welcome

2.1 The Chair welcomed and thanked Shareholders for joining Hedyn's first AGM and took the opportunity to brief attendees on the work of the association following the merger between Melin Homes and Newport City Homes on 1 April 2025, acknowledging the exceptional efforts of colleagues.

2.2 The Chair highlighted Hedyn's strategic vision, to 'be the difference', creating connected communities where everyone could live well, and drew attention to key strategic decisions made since merger, outlining the association's four priorities of Customer, Community and Colleague and Capacity.

2.3 The Chair recognised the significance of the customer voice in the association's strategic vision, and underlined the importance of the resident scrutiny group, Buzz, thanking its Chair, Shelley McGuire and Vice Chair, David Egan, for their commitment prior to merger and continued support.

2.4 The Chair thanked the Board, GCEO and colleagues for their ongoing contribution and commitment that had brought Hedyn to fruition to deliver for its customers, ensuring they remained at the heart of decision making.

2.5 The Chair confirmed the meeting was quorate and formally opened the AGM.

3.0 Item 1 – Apologies for Absence

3.1 The Chair confirmed that apologies had been received from over 15 Shareholders, confirmed as:

- Peter Hamill
- Terence Roberts
- Ann Roberts
- Denise Giddings
- Reginald Orford
- Darren Newman
- Patricia Barry
- Vivian Beagan
- Michael Moore
- Mark Harris
- Deborah Loosmore
- Kevin Ward
- James Tarrant
- John Flagg
- John Jackson
- Sarah Tipping
- Martin Reed

4.0 Item 2 – Minutes of the previous Melin Homes AGM

4.1 The Chair confirmed the outcome of the show of hands and proxy vote of 26 in favour, 3 abstentions and 1 void for approving the minutes of the Melin Homes Limited AGM, held on 18 September 2024, as a true and accurate record.

Resolutions:

- **The minutes of the previous Melin Homes Limited AGM, held on 18 September 2024, were accepted as a true and accurate record.**

5.0 Item 3 – Minutes of the previous Newport City Homes AGM

5.1 The Chair confirmed the outcome of the show of hands and proxy vote of 26 in favour and 4 abstentions for approving the minutes of the Newport City Homes Limited AGM, held on 25 September 2024, as a true and accurate record.

Resolutions:

- **The minutes of the previous Newport City Homes Limited AGM, held on 25 September 2024, were accepted as a true and accurate record.**

6.0 Item 4 – Minutes of the Newport City Homes Special General Meeting (SGM)

6.1 The Chair confirmed the outcome of the show of hands and proxy vote of 25 in favour, 4 abstentions and 1 void for approving the minutes of the Newport City Homes Limited SGM, held on 19 December 2024, as a true and accurate record.

Resolutions:

- **The minutes of the Newport City Homes Limited SGM, held on 19 December 2024, were accepted as a true and accurate record.**

7.0 Item 5 – Minutes of the Melin Homes SGM (1 of 2)

7.1 The Chair confirmed the outcome of the show of hands and proxy vote of 26 in favour, 3 abstentions and 1 void for approving the minutes of the Melin Homes Limited SGM, held on 5 February 2025, as a true and accurate record.

Resolutions:

- **The minutes of the Melin Homes Limited SGM, held on 5 February 2025, were accepted as a true and accurate record.**

8.0 Item 6 – Minutes of the Melin Homes SGM (2 of 2)

8.1 The Chair confirmed the outcome of the show of hands and proxy vote of 26 in favour and 3 abstentions and 1 void for approving the minutes of the Melin Homes Limited SGM, held on 19 February 2025, as a true and accurate record.

Resolutions:

- **The minutes of the Melin Homes Limited SGM, held on 19 February 2025, were accepted as a true and accurate record.**

9.0 Item 7 – Newport City Homes Annual Report and Financial Statements

9.1 The Chair confirmed the outcome of the show of hands and proxy vote of 28 in favour and 2 abstentions for noting Newport City Homes Limited’s Annual Report and Financial Statements for the year ending 31 March 2025.

Resolutions:

- **The Annual Report and Financial Statements of Newport City Homes Limited for the year ending 31 March 2025 was noted.**

10.0 Item 8 – Melin Homes Annual Report and Financial Statements

10.1 The Chair confirmed the outcome of the show of hands and proxy vote of 26 in favour, 3 abstentions and 1 void for noting Melin Homes Limited's Annual Report and Financial Statements for the year ending 31 March 2025.

Resolutions:

- **The Annual Report and Financial Statements of Melin Homes Limited for the year ending 31 March 2025 was noted.**

11.0 Item 9 – Henry Burton Annual Report and Financial Statements

11.1 The Chair confirmed the outcome of the show of hands and proxy vote of 26 in favour, 3 abstentions and 1 void for noting Henry Burton Almshouse Charity's Annual Report and Financial Statements for the year ending 31 March 2025, of which the association was the sole trustee.

Resolutions:

- **The Annual Report and Financial Statements of Henry Burton Almshouse Charity for the year ending 31 March 2025 was noted.**

12.0 Item 10 – Roger Williams and Queen Victoria Memorial Almshouses Annual Report and Financial Statements

12.1 The Chair confirmed the outcome of the show of hands and proxy vote of 26 in favour and 4 abstentions for noting Roger Williams and Queen Victoria Memorial Almshouses' Annual Report and Financial Statements for the year ending 31 March 2025, of which the association was the sole trustee.

Resolutions:

- **The Annual Report and Financial Statements for Roger Williams and Queen Victoria Memorial Almshouses for the year ending 31 December 2024 was noted.**

13.0 Item 11 – Appointment of the external auditor

13.1 The Chair confirmed the outcome of the show of hands and proxy vote of 27 in favour, 1 against and 2 abstentions for approving the appointment of Menzies LLP as the association's external auditor, following the advanced 28 days' notice sent to Shareholders, informing of the recommendation to appoint a new external auditor.

Resolutions:

- **Menzies LLP was approved for appointment as the association's external auditor.**

14.0 Item 12 – Re-appointment of Board Members

14.1 The Chair confirmed the outcome of the show of hands and proxy vote of 26 in favour, 3 against and 1 abstention for noting the re-appointment of Lynda Sagona, Claire Marshall, Dale Walker and Chris Sutton to serve on the Board for a further term of office following approval by the Board.

Resolutions:

- **The re-appointment of Lynda Sagona, Claire Marshall, Dale Walker and Chris Sutton to serve on the Board for a further term of office following Board approval was noted.**

15.0 Item 13 – Board Membership from 24 September 2025

15.1 The Chair confirmed the outcome of the show of hands and proxy vote of 26 in favour, 3 against and 1 abstention for noting the following Board Members would continue in post from 24 September 2025:

- Martin Reed
- Mike Usher
- Anthony Hearn

- Paula Kennedy
- Sanni Salisu
- Sarah Tipping
- James Tarrant
- Gareth Yeoman-Evans

Resolutions:

- **Board membership, continuing post 24 September 2025 was noted.**

16.0 Meeting Close

16.1 The Chair concluded the 2025/26 business only AGM and passed over to the GCEO to formally close the meeting.

16.2 The GCEO thanked attendees for joining and acknowledged the insight and commitment of fellow Board Members in delivering Hedyn's strategic priorities, with their guidance instrumental in navigating the challenges and opportunities presented by the merger.

16.3 The GCEO concluded Hedyn's inaugural AGM, thanking the association's dedicated colleagues for the difference they made to the lives of residents and communities, and looked forward to updating Shareholders on Hedyn's progress at the next AGM.

16.4 The GCEO closed the meeting at 17:22.