



MINUTES OF THE 154TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF THE  
MANSFIELD BUILDING SOCIETY HELD AT 5:30PM ON THURSDAY 25 APRIL 2024  
AT THE NEWSTART THEATRE, PORTLAND COLLEGE, NOTTINGHAM ROAD, HARLOW WOOD,  
MANSFIELD, NOTTINGHAMSHIRE NG18 4TJ.

#### PRESENT

|   |  |
|---|--|
| A Chmiel  | Board Chair                                      |
| N Baxter  | Vice Board Chair and Senior Independent Director |
| C Bradley   | Outgoing Director                                |
| R Haworth   | Director   |
| K McLeod  | Director   |
| J Picton  | Incoming Director                                |
| P Wheeler   | Director and Chief Executive                     |
| D Jones   | Director, Finance Director and Society Secretary |
| Y Muruza  | External Audit (Mazars) Representative           |
| Together with 21 additional Members (13 of which were Society Colleagues) |  |

The Chair opened the meeting and welcomed the members to the 154<sup>th</sup> AGM.

#### APOLOGIES

The Chair confirmed that apologies for absence had been received from Charles Dawson (Society Solicitor), Martin Orme (Senior Statutory Auditor at Mazars) and Nigel Tamplin, former Chair.

#### NOTICE OF MEETING

The Chair reported that the Notice of Meeting had been issued to all eligible Members, on page 16 of the Your Mansfield Newsletter, by post or email and that Notices had also been displayed in the Society's Principal Office, each of the Society's branches and on the Society's website.

The Chair asked if anyone present had any objection to the Notice being taken as read.

*There were no objections.*

The Chair asked whether any questions had been raised in advance of the meeting which would be seen as an objection to the full Notice being taken as read.

The Secretary confirmed there had been no questions raised which would be seen as an objection to the full Notice being taken as read.

*The Notice was approved.*

The Chair reported that she had signed the Minutes of the last AGM of Members held on 27 April 2023 and that these had been made available on the Society's website. The Chair asked if anyone present had any objection to the Minutes being taken as read.

*There were no objections.*

The Chair asked if any questions had been raised in advance of the Meeting which would be seen as an objection to the Minutes being taken as read.

The Secretary confirmed there had been no questions raised which would be seen as an objection to the Minutes being taken as read.

*The Minutes were approved.*

#### MAIN AGENDA

The Chair asked any Members present who had not already voted and now wished to do so to raise their hand.

*No hands were raised.*

## AGENDA ITEM NUMBER 1 - TO RECEIVE THE INDEPENDENT AUDITORS REPORT

The Chair referred to the Auditors' Report on page 14 of the Summary Financial Statement for the Year Ending 31 December 2023 and pages 46 to 50 (inclusive) of the 2023 Annual Report and Accounts. The Chair asked whether anyone present had any questions for the Auditors.

*No questions were asked.*

The Chair asked if any questions had been raised in advance of the Meeting for the Auditors.

The Secretary confirmed there had been no questions raised for the Auditors.

## AGENDA ITEMS 2, 3 AND 4 - ORDINARY RESOLUTIONS

The Chair asked if any questions had been raised in advance of the Meeting regarding the Ordinary Resolutions presented.

The Secretary confirmed that a number of other questions had been received following the mailing being issued however most of these were unrelated to the AGM formalities and all had been answered directly. The Secretary added that the general themes of the AGM related questions had been incorporated in the upcoming Q&A session.

The Chair thanked the Members and whilst the votes were counted invited the CEO to join her in answering questions about the 2023 performance of the Society.

*The Chair and CEO were asked and answered a series of questions about the 2023 performance of the Society.*

*In 2022 you were asked a question about how the Society coped with another year of disruption with the War in Ukraine, the cost-of-living crisis and the many changes in government. 2023 has continued the same theme, how has the Society coped with all that?*

The CEO answered - *We've had a good year, although we've had to manage a significant amount of change with the continued base rate increases, the consumer duty project and the downturn in the mortgage market. We managed good mortgage book growth of over 5%, in a market that was over 1/3 smaller than the previous year and our savings balances increased by £61m which shows that we are still popular as a safe place to save. The savings market has changed significantly over the last 18 months with rates now higher and people shopping around a lot more. We've reacted to this by paying market leading rates on some products and also by launching a new set of products to support local businesses and community groups that come with a personal service from a business development manager. I'm pleased with the level of underlying profits (a record of £3.3m) which allowed us to pay for stage 1 of Project Sherwood, our programme of system replacement which will bring about our digital transformation at the same time as balancing good rates for both mortgage and savings customers.*

*The CEO mentioned consumer duty. What is it and how will it help your Members?*

The Chair answered - *Consumer Duty is new regulation introduced by the FCA which applies to all financial services businesses. The idea of the regulation is to build on the previous principle of Treating Customers Fairly and ensure that customers are receiving good outcomes from their interactions with firms. The duty looks at whether the products being sold are targeted at the correct people, whether they offer fair value, are clearly understood by the customer and whether the customer receives a good service at all points during their time with the firm.*

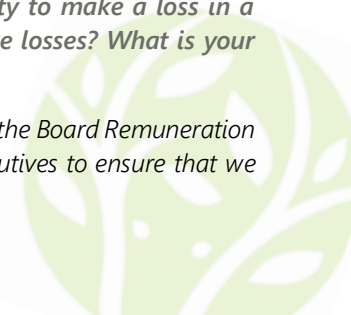
*Customer at Heart is a key value for all of us at the Mansfield Building Society and we can confidently say that doing the best for our customers is in our DNA. Whilst we believed that we were achieving all of these requirements, we still needed to perform a significant piece of work to review everything and satisfy ourselves that was the case. I'm pleased to say that was the outcome that the Board signed off for all of our live products back in June last year. We will do similar for our back book products for June this year.*

*You mention in the accounts about Project Sherwood, and you've referenced it tonight, what is it?*

The CEO answered - *Project Sherwood is a programme of change that we are undertaking that will replace our core systems and processes in the Society and provide more choice for our members as to how they interact with us. It will also provide a new system for Mortgage brokers to use when making applications and give us a digital savings platform that will be appropriate for the modern age. We are not looking to become as digitally clever as some of the new online banks, but we need to be able to provide a level of service that is expected in the market. The programme of work will last about 2 years and will be a significant investment in money and resource.*

*One of our Members has noted that we say the funding of Project Sherwood may cause the Society to make a loss in a coming financial year. They ask whether we should set the bonus at zero in a year where we make losses? What is your view on this and the wider subject of remuneration of executives in general?*

The Chair answered - *Remuneration of executives is always an emotive topic and this subject is dealt with by the Board Remuneration Committee. We look at a lot of benchmarking data to ensure that we are paying market rates to our executives to ensure that we*



attract and keep good quality individuals. This is the principle that we apply to all colleagues in the Society and believe that it's a fair approach. Bonuses are paid based on preset criteria being achieved by the Society and individual's objectives also being met. We are moving in 2024 to a balanced scorecard approach to these criteria. With regard the making of losses, this will only occur due to the full write off of costs relating to Sherwood happening as they are incurred. We will still expect to be making good underlying profits and therefore a bonus that is set to recognise achievements including the delivery of Sherwood is the likely outcome.

**Your strategy states that you want to be Net Zero by 2035. Have you made any progress?**

The Chair answered - *Whilst financial sustainability is key for the Society, we all know that environmental sustainability is incredibly important for all of us both today and for future generations, so it's essential we play our part. In 2023 we started with some small steps on our journey with the introduction of an electric car scheme and cycle-to-work scheme for our colleagues to help reduce carbon outputs from commuting to work and having all of our energy consumption with green providers. We have continued on our journey towards paperless processes with our retention activity and have produced all of our AGM material this year using fully recycled paper. We also have the exciting launch of our new Childrens account offering later which supports our environmental goals. Whilst we go through our major systems transformation, we will not have the capacity to make major changes but will continue with small steps on our Green journey.*

**Reading your accounts, you can clearly see the great community support offered by the Society. What plans do you have for this in the future?**

The CEO answered - *As you can see from the people in the room tonight and the support for the Community Star Awards, there are some fantastic organisations in our community doing some great work. We want to support those organisations with our time and money and continue to be a business that is seen as a driving force for supporting our community. With our Community Support Scheme and Charitable Trust, we are able to reach a lot of excellent Charities and Community Groups and we will continue to fund these into the future. We also want to ensure that we support organisations in a true partnership where possible. A great example of that is what we are now doing with Portland College. We supported them originally with funding from the charitable trust for the Climbing Wall and Zip Wire and have agreed to support the continued development of the woodland area by funding a new Hand Bike Trail. We will also be providing volunteering days to help with the work for the Trail and have recently held our summer and Christmas celebration events at the college and use the facilities to run team building events for our colleagues. This kind of relationship is one that we are looking to build more of in the future as we continue to support our community.*

The Chair thanked the CEO and invited the Secretary to announce the results of the voting.

## RESULTS OF VOTING ON ORDINARY RESOLUTIONS

The Secretary announced that the voting results from the AGM poll were in favour of:

- Ordinary Resolution Number 2 - To receive the Directors' Report, Annual Accounts and Annual Business Statement for the year ended 31 December 2023.
- Ordinary Resolution Number 3 - To re-appoint Mazars LLP as Auditors until the conclusion of the next AGM.
- Ordinary Resolution Number 4 - To approve the Directors Remuneration Report for the year ended 31 December 2023.

## AGENDA ITEM 5 - RESULTS OF VOTING ON ELECTION OF DIRECTORS

The Secretary announced that the voting results from the AGM poll were in favour of:

- Ordinary Resolution Number 5 (i, ii, iii, iv, v, vi, vii, viii) - To re-elect Nicholas Paul Baxter, re-elect Alison Joan Chmiel, re-elect Rachel Haworth, re-elect Daniel Glynn Jones, re-elect Lucy Jane McClements, re-elect Keith George McLeod and re-elect Paul Clifford Wheeler.

The Secretary confirmed that Nick Baxter, Alison Chmiel, Rachel Haworth, Dan Jones, Lucy McClements, Keith McLeod and Paul Wheeler were duly re-elected to the Board.

## RESULTS OF VOTING ON SPECIAL RESOLUTIONS

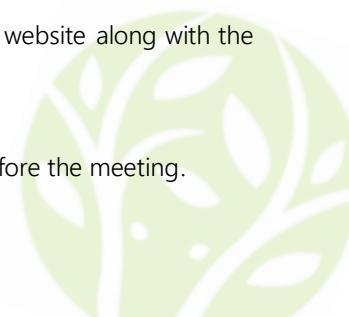
The Secretary announced that the voting results from the AGM poll were in favour of:

- Special Resolution Number 6 - To approve the adoption as the Rules of the Society (in place of all existing Rules) the proposed rules referred to in the Summary of Rule Changes.

The Secretary confirmed that the full results of the 2024 AGM vote would be published on the Society's website along with the Minutes of the Meeting once they are approved by the Society's Board on 30 May 2024.

## ANY OTHER BUSINESS

The Chair stated that the Secretary had not been informed of any other business that may be brought before the meeting.



The Chair acknowledged that the 154<sup>th</sup> AGM marked the final Meeting of outgoing Non-Executive Director Colin Bradley and thanked him for his commitment and dedication to the Society. The Chair welcomed Jeff Picton to the Society, who is joining the Board of Directors.

The Chair then closed the AGM, thanking those present for their attendance.

Signed..... Dated.....

