

BRENTFORD FOOTBALL COMMUNITY SOCIETY LIMITED
(trading as Bees United "BU")

Minutes of Society 7th Annual General Meeting
Held at St. Paul's Church Hall, Brentford
at midday on 17th November 2007.

Board Members Present:

Brian Burgess	(BB)	Chairman	Mark Chapman	(MC)	
Stephen Callen*	(SC)		Paul Stedman	(PS)	
Joe Bourke	(JB)		Trevor Inns	(TI)	
Bruce Powell	(BP)		Matt Dolman	(MD)	
Natasha Judge	(NJ)		Chris Gammon	(CG)	Secretary
David Hawes	(DH)				

*present from item 8 onwards

1 Apologies for Absence

Apologies were received from board member Matt Dolman.

Approval of Previous Minutes

Brian Burgess asked for comments on the two sets of minutes relating to the 6th AGM. None were received and the minutes were duly approved.

2 Chairman's Statement

Brian Burgess presented the Chairman's annual statement, as distributed to members. The Chairman also thanked Bruce Powell and Joe Bourke who were due to step down from the Board this year for their hard work and dedication during their time on the Board.

3 Finance Report and Adoption of the Society's Accounts

Trevor Inns presented the Accounts. A proposal made to adopt the accounts was passed unanimously by members present. The Chairman advised that proxy votes had been received with 50 votes approving the accounts and 3 against.

4 Election of Auditors

A proposal to re elect the auditors was put to the meeting and was passed unanimously. The Chairman advised that proxy votes had been received with 52 votes approving the accounts and 2 against

5 Proposed Changes to Society Rules

Society Secretary Chris Gammon outlined changes proposed by the board to the Society's rules, which had been circulated to members for consideration. He explained that the Rules had not been reviewed in full since Bees United had been established and during this time Supporter's Direct had amended their best practice guidelines in a number of areas. He also explained the proposal to reduce the minimum number of board members from 12 to 6 in order to allow greater flexibility.

The changes recommended were:

Current Clause 53

The Society Board is to have not less than 12 and not more than 15 members and will be made up as follows:

a. 8 members of the Society Board or such higher number as shall be required so that elected members of the Board are in a majority over co-opted members will be elected by the members in accordance with such arrangements as shall be determined by the Society Board.

b. Not less than 4 members will be co-opted by the Society Board in accordance with a Board Membership Policy when it will develop and adopt.

Proposed revised clause

The Society Board is to have not fewer than 6 and not more than 15 members and will be made up as follows:

a. No fewer than 6 members of the Society Board or such higher number as shall be required so that elected members of the Board are in a majority over co-opted members will be elected by the members in accordance with such arrangements as shall be determined by the Society Board. If the number of elected members falls below 9, the Society Board will make provision for an election to be held within 13 months at which sufficient vacancies will be offered for election so as to increase the number of elected members back to 9 members.

b. Additional members may be co-opted by the Society Board in accordance with a Board Membership Policy which it will develop and adopt.

Current Clause 61

*If at any time and for any reason after the first annual general meeting the number of members of the Society Board shall drop below **12** the remaining Society Board members may act but only for the purpose of filling vacancies or calling a general meeting.*

Proposed revised clause

*If at any time and for any reason after the first annual general meeting the number of members of the Society Board shall drop below **6** the remaining Society Board members may act but only for the purpose of filling vacancies or calling a general meeting.*

The members present approved the proposed change by a majority in excess of 90%. The Chairman advised that he held proxy votes with 54 votes in favour and 2 against.

The Society Secretary also asked for approval to adopt the proposed changes to the remaining Rules as outlined in the version of the Rules entitled "Proposed Rule Changes November 2007" posted to the Bees United website and made available to members by post.

The members present approved the proposed change by a majority in excess of 90%. The Chairman advised that he held proxy votes with 48 votes in favour and 6 against.

6 Amendment of Policy regarding Bees United Director Appointments

The background to this proposed policy change was explained by the Chair.

The members present approved the proposed change by a majority in excess of 90%. The Chairman advised that he held proxy votes with 54 votes in favour and 1 against.

7 Ratification of Brian Burgess and Joe Bourke as BU nominated Directors

Brian Burgess advised that both he and Joe Bourke were due to stand down at the forthcoming BFC AGM later this month. Joe Bourke explained that although it was the Board's decision to nominate board members to the BFC board, the governance review had identified a need to seek ratification from the members at the AGM. This was effectively an opportunity for the members to provide feedback to the BU board on potential choices for nomination

The members present approved the ratification, if the BU board so decides to renominate Brian Burgess as a BU nominated Director on the BFC Board by a majority in excess of 90%. The Chairman advised that he held proxy votes with 47 votes in favour and 10 against.

The members present approved the ratification, if the BU board so decides to renominate Joe Bourke as a BU nominated Director on the BFC Board by a majority in excess of 90%. The Chairman advised that he held proxy votes with 47 votes in favour and 10 against.

Any Other Business

8 Elections

Paul Stedman explained that three vacancies to the BU Board had arisen, that nominations had been invited and three had been received from Stephen Callen, Donald Kerr and David Merritt. In line with the terms of the election policy, an affirmative vote was required by the members present to confirm the election of the three candidates.

A vote was taken:

Donald Kerr's election was approved unanimously by the members present.

David Merritt's election was approved unanimously by the members present.

Stephen Callen's election was approved by in excess of 90% of the members present.

The Chairman congratulated all three on their appointments.

9 Feedback from 2007 Member's Survey

David Merritt outlined the key points of feedback from the survey. Overall there was some improvement in measurements but disappointingly the response rate was lower than last year. Edmund Paton Walsh a BU member advised that he had offered to help with the survey but had been disappointed that his suggestions had not been pursued. The Chair advised that feedback from the survey was an item on the next BU board agenda and would be discussed in more detail with a view to making changes in the methodology.

10 Other

Brian Burgess advised that following [four] years as Chair of BU he felt there was a need for a change and accordingly would not be seeking re election as Chair at the forthcoming BU board meeting. Additionally he would also be standing down as a BU nominated Director in order to fully focus on delivering the Lionel Road stadium. Trevor Inns thanked Brian on

behalf of all BU members for the huge amount of effort and commitment he had shown as Chair of Bees United, particularly in relation to achieving majority ownership of the Club.

Close of Meeting

There being no further business the formal meeting concluded and the board took questions from the floor. Questions were focussed on the following areas:

Achievement of breakeven budget

Asked about the ability of the Club to reach break even, Brian Burgess advised that his still remained a target for BU but that whilst the Club remains in League 2 there remains a question mark as to whether this can be achieved. Joe Bourke confirmed that historically BFC had only achieved breakeven on the back of a cup run or transfer income. Members were advised that overall the strategy remains to minimise losses and get as close to break even as possible whilst at Griffin Park with the longer term strategy focused on moving to a new stadium at Lionel Road which will be capable of generating additional revenue and improving long term sustainability.

Financing cash flow requirements whilst at Griffin Park

The Board were questioned about how they would finance potential losses during the period up to any move to Lionel Road. Joe Bourke advised that any losses would need to be funded by external loan monies which would require repayment.

Alternatives to Lionel Road

The Board was asked if there was a "back-up" strategy if Lionel Road did not proceed. Brian Burgess advised that alternative sites would be one option but that Hounslow Council wanted the Club to focus its efforts on Lionel Road rather than other sites. Given the need to raise capital if Lionel Road did not materialise the Board would also need to consider the benefits of raising funds via selling a shareholding in the Club.

Recording BU director's votes

The Board was asked to consider recording individual votes of BU members to allow BU members to better judge their input and views. Brian Burgess advised that this subject had been recently discussed by the BU Board and the importance of collective responsibility had been a key issue. However the BU board agreed to reconsider the issue.

Chairman