

MINUTES OF THE ANNUAL GENERAL MEETING OF JERSEY BUSINESS LIMITED ("JBL") held on 30<sup>th</sup>  
June 2014 at 31 The Parade, St Helier, Jersey

Present:

Wendy Dorman (WD)  
James Filleul (JF)  
Martin Holmes (MH)  
(the "Shareholders")

In Attendance:

Mr J Box (JB)  
Mr E Lincoln (EL)  
Mr A Sugden (AS)  
Mrs W Lambert (WL)  
Mr A Cook, CEO, Jersey Business Limited (AC)  
(the "Directors" / the "Board")  
Miss A Maskell, AM to PM Secretarial Services (AM)

**Appointment of  
Chairman  
Welcome and  
Apologies**

It was agreed to appoint MH as Chairman of the meeting.

**IT WAS NOTED** that apologies were received from Peter Funk.

MH welcomed WD to the meeting. AC advised that WD has recently been appointed as a Trustee and Shareholder of JBL in her capacity as the new Chairman of the IOD. **IT WAS NOTED** that she has replaced Jason Laity and the Shareholders thanked him for his contribution to JBL.

**Notice of Meeting**

**IT WAS NOTED** that in accordance with Article 8.12 of JBL's Articles of Association, a notice period of 14 days is required to be given in respect of an AGM. The Shareholders noted that sufficient notice period had not been given and **IT WAS THEREFORE RESOLVED** to waive the requirements of Article 8.12.

**Minutes of  
Previous Meeting**

**IT WAS NOTED** that the minutes of the previous AGM dated 12<sup>th</sup> June 2013 had been circulated with the agenda and **IT WAS RESOLVED** to approve them.

**Audited Report  
and Financial  
Statements 31  
December 2013**

**IT WAS NOTED** that the Report and Financial Statements for the period ended 31<sup>st</sup> December 2013 had been circulated prior to the meeting for the Shareholders' review (a copy of which is annexed hereto and forms part of these minutes).

AC summarised the Report and Financial Statements for the Shareholders and reported that JBL was financially stable both in terms of its income and expenditure account and its balance sheet.

AC explained that one of the principles by which JBL works is that it should have reserves of at least £100k in order to appropriately manage its capital assets. However, **IT WAS NOTED** that there was a £90k surplus as at 31<sup>st</sup> December 2013. Therefore there was an overall reserve of £190k (the difference being the surplus). However, he stressed that the States of Jersey do not fund JBL in order for it to build reserves: the principle is for JBL to operate on an annualised budget. It was therefore agreed that the £90k surplus would be carried over for 2014 and the grant for 2014 will remain as agreed upon application, less £75k, and adjustments will be made as necessary throughout the year. It was noted that an initial adjustment was made in

January and a further one will be made in Q3 when the accounts are finalised. AC added that JBL has a good partnership with EDD and the directors were happy with this arrangement.

WD queried whether there is expenditure which JBL gets tied into that is not covered by its budget (e.g. the Awards for Enterprise) and AC responded that the surplus only arose following recruitment of staff taking place in late 2012/early 2013 and being budgeted for accordingly. However, all staff members were not in place until April 2013. He explained that the majority of JBL's activities are on an income and expenditure basis with revenue expenses and the only additional expenses would be for items such as new PCs or moving premises (the former being a minimal amount and the latter not being anticipated). He accepted that the awards are a large number but explained these are also run on an income and expenditure basis. He reported that they have a zero budget and it is expected that income from sponsorship and ticket sales will cover the expenditure. However, there is contingency in the JBL's profit and loss account should the requirement amount of sponsors not be found. He advised that there was a deficit in 2013 (but not in 2014) and EDD provided assistance in working around the shortfall by encouraging additional sponsors. AC referred to the bank balances for JBL and suggested that this indicates that JBL could cope with a reasonable shortfall and therefore, overall, the risk of running the Awards for Enterprise is relatively low for JBL.

MH queried what the grants approved in the sum of £7,166 referred to and AC advised that towards the end of 2013, JBL introduced a relatively modest grant scheme. He explained that it is a very simple scheme which provides grants for market research and research in terms of new proposals and support for off island promotion (the latter to replace EDD's previous JEDI scheme). However, he stressed that it does not provide funding to support working capital. AC advised that JBL supports 50% of the funding required. This is capped at £2,500 per application and no more than £10k-worth of applications can be made in any 12 month period.

**IT WAS NOTED** that the grant scheme is not actively promoted due to the modest amount involved. However, JBL does make companies with which it is working aware of it. AC advised that if JBL can demonstrate that the scheme is operating well it may be possible to approach EDD for additional funding in the future.

MH noted that the CEO's report was very positive and AC acknowledged that 2013 was a period when the team was established and although change is now taking place, he noted that positive things are being undertaken with EL taking on the role of interim CEO. **IT WAS NOTED** that EL is looking at some of the existing processes which will improve measurement and reporting at JBL which AC suggested was a good initiative to undertake on an ongoing basis.

WD referred to the final paragraph on page 4 of the accounts and noted that a page number required completion.

There being no further questions regarding the Report and Financial Statements, the Shareholders **RESOLVED** to approve them.

**Ratify Payments to** It was proposed to set the following payments for the Chairman, Deputy

**Directors for 2012** Chairman and Directors for the ensuing year:

Chairman: £10,200

Deputy Chair: £7,500

Non-Executive Directors: £5,508

**IT WAS NOTED** that this represented an increase of 2% on the remuneration agreed upon engagement (although a specific increase was agreed last year in light of the additional work undertaken prior to the recruitment of a CEO and Executive Team) and AC advised that the amounts are in line with similar organisations (e.g. the Skills Board). WL noted that the remuneration was reduced to the original amounts agreed following the recruitment of the Executive Team and she queried whether time commitments had similarly reduced. JB responded that they had, noting that prior to AC's appointment the Board were undertaking a number of activities which dropped off when the Team came on board.

**IT WAS NOTED** that JF was a director and shareholder of JBL and therefore did not take part in the discussions. However, WD and MH **RESOLVED** to approve the remuneration as set out above.

**Appointment of Directors**

**IT WAS NOTED** that since the last AGM, WL has been appointed as a Director and Deputy Chair. **IT WAS THEREFORE RESOLVED** to ratify her appointment.

**Any Other Business**

MH referred to the discussion held at the last AGM regarding the appointment of a Director with a financial background and queried what the status of this was. AC reported that the outcome of the discussion was to appoint a Deputy Chair, potentially with a view to that Deputy Chair coming from a financial role. However, upon interview, it was agreed that the best person for the post was WL who has legal rather than finance experience. Nevertheless, he explained that the Directors' three year contracts will be up for renewal next February. He therefore anticipates that the Board may reconsider the recruitment of a financial director again at that time, with a view to making a change at the AGM in June.

In answer to a MH's question on the status of the JBL Investment Fund, WL reported that the Directors met again recently to discuss this proposal. During that meeting, she and the other Directors raised a number of concerns in respect of the complexity of the proposed structure, the regulatory issues, the legal implications and the lack of investment expertise on the existing Board. The Board therefore agreed that the proposal should not be put forward at this time. However, as £100k has been set aside for the fund in 2014, EL is now working with the JBL Team to find alternative ways to use it. She explained that that one possibility is the establishment of an enhanced grants scheme.

MH queried whether such an enhanced grant scheme would be linked to the Jersey Innovation Fund and JF responded that that was a further concern of the Directors when discussing the investment fund. He stressed that JBL does not wish to compete with the Jersey Innovation Fund or confuse things which is why it requires further consideration.

On behalf of the Shareholders MH thanked AC for his contribution to JBL and the work he has undertaken to get the new organisation to where it is now. He added that the role has undoubtedly been challenging and that AC has

done an excellent job. The Shareholders agreed that they will be sorry to see him leave and they wished him well for the future.

In answer to MH's question about recruitment of a replacement for AC, EL advised that today was AC's last day and he will take on the role of interim CEO until a formal CEO is appointed. He explained that recruitment process was underway and a day of interviewing was scheduled for tomorrow, (Tuesday 1<sup>st</sup> July 2014) when three people would be interviewed (following the withdrawal of two from the short list of five). He stressed that it was very important that the right candidate is chosen and therefore if they do not come through this recruitment drive, a further recruitment campaign will be undertaken. That said, he reported that some strong candidates are being interviewed.


MH queried whether EDD were comfortable with JBL's activities and AS, on behalf of EDD, responded that they have no concerns at all.

There being no further business to discuss, the meeting was closed at 10.05am.

**Termination**

  
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Shareholder

5/5/15  
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Date Signed

  
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