

AGM 2024

NACFB

MUTUAL

Annual Report, & AGM Agenda 2024



NACFB

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nacfb.org/mutual-agm-2024

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MUTUAL

From strength to strength

The NACFB Mutual's growing legacy



Adrian Coles
Interim Chair
NACFB Mutual

December plays host to the NACFB Mutual's second Annual General Meeting. This is an opportune time to reflect on the journey that brought us here and the significant strides we've made in a market that has long suffered from a lack of competition. Throughout the pandemic, Professional Indemnity premium prices had been soaring, driven by a small number of providers with little incentive to offer fair pricing and even less understanding of how a commercial finance broker operates. It was in this challenging environment that the NACFB Mutual was created – driven by a commitment to our Members, and a mission to build something unique for our Members offering enhanced Professional Indemnity cover at more competitive rates.

As we approach our second AGM, the pride we felt at our first remains undiminished. The NACFB Mutual has become an integral part of the NACFB membership. Today, more than 70% of eligible NACFB Members are Members of the Mutual. We have also successfully achieved our core objectives: delivering a reduction in the cost of PI cover without compromising on quality, and providing bespoke cover tailored to the unique needs of each Member.

The structure of the hybrid discretionary mutual model means that PI contributions are not just paid over and lost forever like any other

PI policy but are paid into an entity that utilises those funds for the benefit of Members.

Once the Mutual has built a strong and stable financial base, and we have sufficient evidence over claims data, any surplus funds can be used to support future benefits, such as loyalty discounts or enhanced cover. The Mutual will seek advice from its Managers and actuarial specialists to ensure it acts prudently when considering any future redistribution, with resilience and stability at the forefront of the Managers' and Board's objectives.

Our growth over the past two years speaks for itself. The financial statement shows that contributions during the first seven-month period of trading were £672,795 increasing to £1.329 million in the year to 31st December 2023. Contributions during the current financial year continue to show an increase over 2023 with further additional Members joining as well as exceptionally high retention rates.

The NACFB's former managing director, Norman Chambers, will be stepping down from his role as director on the NACFB Mutual board at the end of this year. Norman has been instrumental in the development of the Mutual; without his drive, persistence, and determination, this vital resource – enabling Members to operate with greater confidence, coverage, and at competitive rates – would likely not have materialised. On behalf of the Board, I would like to express our gratitude to Norman for his unwavering support, counsel and vision in bringing the NACFB Mutual vision to life. ●

Annual General Meeting Agenda 2024

NACFB Mutual Limited
(A Company limited by guarantee)

Notice is hereby given that the 2024 Annual General Meeting of the Company will be virtually live streamed from **3pm on Thursday 12th December 2024** via nacfb.org/mutual-agm-2024

All eligible Mutual Members have the option to cast their votes in advance of the AGM through a proxy mechanism, with proxy ballots available to be submitted up to 12 noon on Wednesday 11th December 2024 via nacfb.org/mutual-agm-2024. Voting will then reopen during the live-streamed event to allow Members to participate in the session.

Adrian Coles, the NACFB's interim Chair, will act as proxy and will cast any assigned votes on behalf of absentee Members on the day of the AGM.

Minutes from the 2023 AGM are available upon request. Rewatch the full live proceedings [here](#).

2024 AGM Agenda

- Chair's opening remarks and apologies
- Explanation of AGM proceedings

Special resolution

- **Resolution 1:** THAT the revised proposed Articles of Association be considered and, if sought appropriate, be adopted as the new Articles of Association for the Mutual (replacing all others previously constructed).

Ordinary resolutions

- **Resolution 1:** THAT Stephen Olejnik be ratified as a Director of the Mutual. His initial term to be set at three years.
- **Resolution 2:** THAT UHY be appointed as Auditors of the Mutual and that their remuneration be determined by the Directors.
- To transact any other business which can properly be raised at an Annual General Meeting

The NACFB Mutual Limited's Annual Report and Financial Statements for the year ended 31st December 2023 can be accessed online [here](#).

View the NACFB Mutual Limited's revised proposed Articles of Association [here](#).

Overview of changes to the NACFB Mutual's Articles

The NACFB Mutual's Articles of Association serve as its foundational governance framework, setting out the rules and principles that govern operations. The NACFB Mutual operates on a principle of mutuality, meaning it is owned by its Members, who are at the heart of every decision. The Articles define the roles, responsibilities, and processes that guide

leadership, decision-making, and the rights of Members within the Mutual. As the needs of our Members evolve, so too must the governance structure. To reflect this evolution and to continue operating with transparency, accountability, and effectiveness, key updates to the NACFB Mutual's Articles are explained below. ●

Membership and voting rights

The updated Articles provide clearer definitions around membership categories, eligibility, and associated rights within the Mutual. Voting rights have been refined to better reflect the diversity of our membership base, ensuring proportional representation and fair decision-making across all types of Members.

Governance and leadership structure

The revised Articles seek to modernise the leadership structure and responsibilities within the Mutual. This includes new provisions for the appointment and re-election of board members, including limits on director tenure and clear succession planning processes. The duties and accountability of directors have also been more clearly outlined to support stronger governance.

Meeting and oversight procedures

The procedures for calling and conducting Annual General Meetings (AGMs) and Extraordinary General Meetings (EGMs) have been strengthened, with provisions added to enable online participation. In addition, financial oversight has been enhanced through more robust auditing and reporting standards, ensuring transparent financial governance. This includes the appointment and remuneration of auditors.

Ethical standards and transparency

We've reinforced conflict of interest policies to ensure greater transparency and accountability in the Mutual's decision-making processes. These changes underscore our commitment to ethical governance and maintaining the integrity of the NACFB Mutual.

Independent law firm TLT were engaged to oversee updates to the Mutual's proposed Articles. A detailed overview of all changes is available [here](#).

For further information, the complete version of the NACFB Mutual's proposed Articles can be found online [here](#).

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NACFB Mutual company number: 14006240

Company information

NACFB Mutual Directors

- A Coles (Appointed 27 May 2022)
- D M Newborough (Appointed 4 May 2023)
- S Olejnik (Appointed 2 July 2024)
- N Chambers (Appointed 27 May 2022)

NACFB Mutual Managers

- Tim Forshaw (Tower Insurance Brokers)
- Martin Richards (Tower Insurance Brokers)
- Aaron Greaves FCG (Tower Insurance Brokers)

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NACFB Mutual managers' address

Tower Insurance Brokers Limited
7-9 Church Road
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Auditor

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NACFB Mutual is a member of the Association of Financial Mutuals



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