



Official Minute of the Special and Annual General Meetings of Rural Stirling Housing Association Ltd held online using Zoom on Thursday, 17th September 2020 at 7pm

Present 19 members (list attached)
In Attendance 2 guests

Special General Meeting

1. Introduction

Mark Griffiths, Chair welcomed all to RSHA's first online AGM and thanked all for joining. Before getting underway with formal business in keeping with GDPR (data protection), the Chair advised that for the purpose of the minute the meeting would be recorded and subsequent to a minute being produced the recording would be deleted.

The meeting was quorate: the Association currently has 150 members and there were 19 members present, five of whom attended via their right of proxy. 17 members had given their apologies. Lists of those attending and those giving apologies are **attached**.

The Chair outlined the order of formal business for the evening. He pointed out that there were to be two meetings: the Special General Meeting (SGM) would be held to consider a resolution for a change to the Association's rules, followed by the Annual General Meeting.

2. Proposed Rule Change – Chairperson's comments

The Chair explained that the reason for the SGM was to put before members a proposal to change the Association's rules.

The Chair introduced Mr Mark Ewing from Solicitors TC Young who briefly summarised the background to the proposed changes to the Rules. All members had received a copy of the new Rules as part of their meeting packs.

Mr Ewing then explained that the Association's Rules had last been updated in 2018. Since then the Model Rules, issued by the Scottish Federation of Housing Associations (SFHA) have been updated to reflect the changing legislative and regulatory landscape since the Model Rules were last updated in 2015. The rules were revised to reflect the Housing (Amendment) (Scotland) Act 2018 and the Scottish Housing Regulator's revised Regulatory Framework. The opportunity was also taken to tidy the rules where wording could be made clearer or where member experience required revision. The Board of Management had decided, after careful consideration, to recommend to the membership that the Association's Rules be updated to bring them in line with the new Model. The formal resolution (noted on the Agenda) was:

“That the Association adopts the Rules in the form attached to this notice in substitution for the existing Rules of the Association subject to any non-material amendments that may be required by the Scottish Housing Regulator or the Financial Conduct Authority”.

Mr Ewing briefly summarised the main changes:

- *In answer to the pandemic, government had passed emergency legislation (the Corporate Insolvency and Governance Act 2020) to allow Association’s to hold AGMs remotely; this change had also been incorporated into the new Rules to enable Association’s to hold virtual meetings in future years;*
- *The Chairperson shall not be entitled to act as a representative for any other Member in relation to Proxies/Representatives/Postal Votes. This provides clarity and avoids any conflict of interest.*
- *The insertion of the provision that the Board of Management can require that a Board Member who is being investigated for a potential breach of the Association’s Code of Conduct for Board Members take leave of absence and not attend any meeting in his or her capacity as Board Member until the Board of Management has completed its consideration of the potential breach. When on such leave of absence, the Board Member will not be entitled to receive minutes and/or documents in his or her capacity as a Board Member relating to the business of the Association. This provides a discretionary power for the Board of Management and provides clarity regarding receipt of documentation during a period of leave of absence.*
- *The insertion of a new clause to provide a discretionary power to the Board of Management to protect the best interests of the Association:*
 - *40.3 A nomination for election to the Board of Management can be rejected by a decision by not fewer than three quarters of the Board Members on one or more of the following grounds:-*
 - *40.3.1 where election to the Board of Management would be contrary to the Association’s Rules or policies; or*
 - *40.3.2 where a conflict of interest may exist which, even allowing for the disclosure of such an interest may adversely affect the work of the Association; or*
 - *40.3.3 where there is clear evidence of relevant circumstances from which it is concluded that election to the Board of Management would not be in the best interests of the Association.*

Members were also informed that, if approved, the rule change would not come into effect until approvals had been received from the various statutory bodies including the Office of the Scottish Charities Regulator (OSCR) and Financial Conduct Authority (FCA).

The Chair confirmed that the resolution had been put to Member's as a postal ballot this year and 26 votes had been received in favour of the resolution.

The Chair sought a proposer and seconder for the resolution. The resolution was proposed by Member Margaret Vass and seconded by Member Fiona Boath.

The Chair declared that the resolution was passed and that the new Rules were adopted and thereafter closed the special meeting.

Mark Ewing left the meeting at this point.

Annual General Meeting

1. Introduction

The Chair opened the 30th Annual General Meeting of the Association, outlined the formal business to be dealt with and welcomed Members and Allison Devine from Alexander Sloan, Auditors to the meeting.

2. Minute of the Annual General Meeting held on 19th September 2019

The Minute was approved as an accurate record on a motion by Margaret Vass seconded by Fiona Boath.

3. Chairperson's Report / Annual Report 2019/20

The Chair reported that the Board had been adjusting to carrying out meetings remotely, using new technologies and staff had been working from home. This had not been without its challenges. RSHA is now working hard to prepare for a gradual reopening of the office in line with Government guidance. It had been hoped that this would have started this week but latest advice precluded this from happening. Throughout the crisis RSHA has managed to keep essential services running and provide support for the most vulnerable who needed it the most and RSHA and our contractors are now working our way through the backlog of repairs and replacement works.

The Chair continued by saying that the meeting offered the opportunity – virtually - to look back at what had been achieved during 2019/20 and to celebrate RSHA's successes.

The Annual Performance Report provided a breakdown of the Association's work for the last year up until end of March 2020. This year RSHA had produced its very first Annual Performance Report in digital format which had been uploaded to the Association's website in advance of the meeting and circulated by email to Members attending the meeting. Paper copies would be sent to any Member or tenant preferring the report in paper format. The Chair further clarified that due to the current COVID-19 crisis, the Annual Return on the Charter (ARC) statistical report submission date had been moved to end of July instead of end of May, and as a result peer performance data was not able to be included at this stage however it was planned to include this in our Winter edition of our newsletter Rural Matters.

The Chair went on to point out the key highlights from the past year: firstly, the fact that despite the pandemic the Claish Farm development of 50 homes at Callander was well underway and the first homes were awaiting their roofs to be tiled and windows to be installed. Secondly, to acknowledge the swift actions of staff in dealing with the demise of our previous landscape contractor and enabling a replacement contractor under lock-down conditions. The Annual Report contains two complimentary comments from customers that show how much these efforts were appreciated.

Working with others is very important to RSHA and the Chair reported that RSHA's relationships with Stirling Council and the National Park continued to be strong, as are those with Community Councils.

He went on to acknowledge the staff team led by Donna. The staff have had a lot to put up with and had risen to the challenge and he gave his thanks on behalf of the Members and Board of Management.

He went on to say that there would be no RSHA if it were not for the Board of Management who govern the organization and set the strategic direction. As stated at the start this had been a very challenging year and Board Members had been determined to roll up their sleeves as far as their governance role had allowed to help get things done.

The Chair gave his sincere thanks to all Board Members for their voluntary efforts on the behalf of the membership. During the year the Board had said goodbye to Colin O'Brien, who had served on the Board as both Stirling Council representative and in his own right over many years including a period as Vice Chair, and also said goodbye to Alison Smith who had decided to stand down from the Board and who had brought considerable knowledge of the sector to the Board table. He thanked both very much for their service to the Association. He went on to affirm that getting governance right is essential and the Board understands more than ever how much work that involved for them and senior staff.

The Chair went on to say the he owed an enormous debt of gratitude to his colleagues on the Board, both past and present and to senior staff for the help, support and guidance that had been provided to him in his first year as Chair. He stated that he had thoroughly enjoyed the experience. He commented that there had been challenges along the way but together the Board had moved forward as a team. He gave particular thanks to Margaret Vass and Fiona Boath, as joint vice chairs, and of course, Donna for their support. He also gave special thanks to Susan Mackay for all the organisation that she does for him and the Board members, including the arrangements for RSHA's very first remote AGM.

The Chair then went on to report questions – from three Members – that had been received in advance of the meeting and subsequent responses given. It was noted that due to the change in meeting format, questions were not able to be taken during the meeting:

First question:

"I am concerned that the SHR is out of touch with reality and is concocting conditions that impose a financial stress on RSHA and individual tenants"

RSHA response:

“The SHR regulates the work of Registered Social Landlords (RSLs) to protect the interests of tenants and this includes the work of Local Authorities and Registered Housing Associations and Cooperatives. As an RSL we are therefore required to work within the SHR Regulatory Framework. You can find out more about the work of the SHR and the regulatory framework on the SHR website www.housingregulator.gov.scot

In addition, we are also required to comply with Scottish Government standards of Safety and Quality and targets for Energy Efficiency for social housing. These standards require us to make sure that we have a sufficient level of finance and resources set aside to ensure that we can comply whilst at the same time making sure that our long-term business is sustainable. We do this each year by updating our Business Plan and key financial assumptions. This year we are also taking a more regular approach to this given the Coronavirus situation and we are currently reviewing the impact of this on our current model and assumptions.

I hope that this offers you some assurance that we are taking the necessary steps to comply with the SHR Regulatory Framework and have taken into account the requirement to comply with Scottish Government quality standards in our financial planning”

Second question:

“Due to the inexorable rise in the price of groceries and utility costs blamed on COVID, could we please see a freeze in rents in 2021?”

RSHA response:

“We are currently examining the impact of COVID-19 on our financial forecasts for 2020/21 and updating longer term 30 year financial projections. However, we are not yet in a position to provide an answer to your question.

We will be looking again at the long term financial impact of COVID 19 on our business model as part of the annual rent increase review in November and you can rest assured that the point you have raised will be fully recognised in that review. Thank you for expressing your view and you will have a further opportunity to comment on proposals as part of the tenant consultation exercise”.

Third question:

“Is it possible to ask that when building wheelchair accessible bungalows that baths are not installed in them? I am an OT to trade and feel that knowing who is on the waiting list and liaising with OT’s who might know their needs is a much better way of working than building houses and then finding out that the person on the waiting list and the house don’t match. In the building process, when are people approached about allocating them a new house? Is it at the beginning, middle or end of the building process?”.

RSHA response:

Thanks for your question. We agree with your suggestion and the Board reviewed our Design Guide earlier in the year and this very point was discussed and included in our Design Guide at item 2.13

2.13 Additional Requirements for Specialist Housing

Particular Needs/Amenity Housing

2.13.1 15% of the houses in the development are to be specifically designed for particular needs/amenity housing. Particular needs/amenity housing is specifically designed and allocated to older people. Generally, it is similar to mainstream housing, however it will have certain aspects which are slightly different. Designers should refer to Housing for Varying Needs guidance for more detailed information. All Particular needs/amenity housing must have

- Wheelchair accessibility under HfVN;
- Ground floor access and ground floor bedroom;
- Provision for future installation of hoist transfer from bedroom to bathroom.

Wheelchair Housing

2.13.2 Wheelchair Housing is a wide-ranging term which can cover a multitude of different levels of need. In some cases, wheelchair accessible may suffice in others, a bespoke design for a pre-identified client with profound needs may require many specific features. The Association will advise on a site by site basis. Designers are referred to Housing for Varying Needs for further information. The minimum floor area for a single bedroom is 10sqm, and a double/ twin is 14.5sqm.

2.13.3 Circulation areas to be 1200mm wide with a 1500mm diameter turning circle.

2.13.4 One bedroom will be located adjacent to the bathroom for the installation of a hoist. Ceilings will be structurally suitable and a doorway will be formed in the partition and covered.

2.13.5 A wet floor shower room will be provided.

2.13.6 Seek specific advice from the Association on the Kitchen design.

Our Consultants are very experienced in housing design but we agree that it is much better to identify the proposed applicant as early in the design process as possible and then customise the house to suit the specific needs of the person who will be living there rather than trying to match the house to the applicant. I think we are getting better at this. For instance, we have currently already identified a family for an accessible house that won't be completed until 2022. We would be happy to share the Design drawings with the OT team at Stirling Council and would welcome your input.

In closing the Chair restated that this was our **30th** AGM, which represented a significant milestone for Rural Stirling Housing Association and which, under normal circumstances, would have been celebrated by doing something special. Unfortunately, this had not been possible. He went on to state that RSHA do plan to mark this special birthday and hoped that all would join RSHA Board Members and staff in marking the occasion as soon as it was possible.

4. Annual Accounts and Auditors' Report

Allison Devine of Alexander Sloan, the Association's auditors, was introduced to the meeting.

She referred to the Summary of Accounts that had been circulated with the Agenda and highlighted some of the key features of the year and the continuing strong overall financial position of the Association.

She stated that the Accounts were an excellent set of results and applauded the Board for their prudent cost controls and concluded that Rural Stirling Housing Association have an unqualified audit report. She was satisfied that the Accounts gave a true and fair view of the Association's finances.

The Auditor thanked Kirsty Brown and her team for their help with the Audit which had been held online this year.

The Chair thanked the Auditor and her team for their hard work. The full Accounts for the year 2019/20 will be available from the RSHA website.

5. Appointment of the Auditor

It was explained that the Board of Management had agreed to recommend to the AGM that Alexander Sloan be re-appointed as the Association's auditor for financial year 2020/21. This was approved on a motion from Malcolm Begg and seconded by Beverley Francis.

6. Election of Board Members

The Association's Chief Executive, Donna Birrell explained that:

- The current Board of Management consisted of 11 elected Members and one co-opted Member.
- The Rules require that one third of the existing Board is to retire each year by rotation. Members due to retire this year were: Malcolm Begg, Susan Macmillan, Alison Smith and Margaret Vass.
- Alison Smith had decided to stand down but the other three of these existing members were seeking re-election.
- Two nominations had been received, from Lorna Cameron (co-opted Member) and Fionn Stevenson, newly recruited through the Summer 2020 Board recruitment campaign.

As there were 5 nominations for the 8 vacancies all were declared to have been duly elected.

The Chair noted that the Board still had vacancies and encouraged anyone who was interested to think about becoming involved in the Board in future. He asked that anyone interested, should speak to himself or the Chief Executive for more information.

The Chair wished everyone all the very best and the Association all the very best and then brought the AGM to an end and thanked everyone for attending.

2020 AGM Members Attending FINAL

1	Mark Griffiths	11	Fionn Stevenson
2	Nigel Macmillan	12	Cordelia Guidery (Proxy)
3	Susan Macmillan	13	Beverley Francis
4	Alison Smith (Proxy)	14	Robert Boath (Proxy)
5	Fiona Boath	15	Willie Oswald (Proxy)
6	Martin Earl	16	Anne Law (Proxy)
7	Margaret Vass	17	Theresa Elliot
8	Malcolm Begg	18	Moira Robertson
9	Lorna Cameron	19	Esther Anderson
10	Fiona Russell		
	Guests		
	Mark Ewing, TC Young Solicitors		
	Allison Devine, Alexander Sloan Auditors		
	Staff		
	Donna Birrell, Chief Executive Officer (CEO)		
	Kirsty Brown, Deputy Chief Executive Officer/Finance and Corporate Services Manager		
	Fiona Maguire, Asset and Development Manager		
	Susan Mackay, Corporate Services Officer		

Apologies for AGM 2020

Name	Via
Colin O'Brien	Emailed form
Fredy Minguillon	Emailed form
Norma Gardiner	phone
Liz Morton	email
Rosemary Williams	letter
Archie Bell	phone
Irene Bell	phone
David Frood	phone
Aime Jude	Letter
Tanya Pill	Phone
S Clark, Representative Stirling Council	Email
Duncan Twigg	phone
Hazel Robertson	phone
Margaret Beaton	Phone
Dorothy Simpson	Phone
Mary Kelly	Phone
Linda Anderson	Phone