

## **CLYDEBANK HOUSING ASSOCIATION LTD**

**TO:** Management Committee (25 August 2020) **DATE:** 19.08.2020

**FROM:** Chief Executive/Head of Finance & Corporate Services

**SUBJECT:** **A.G.M. update and Election 2020 (scheduled 17 September 2020)**  
– Item 7f (Update)

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### **Purpose of Report**

The purpose of the report is to update the Management Committee on our forthcoming Annual General Meeting and election requirements in line with the Association's Rules (Based upon SFHA Charitable Model Rules (Scotland) 2013)

### **Potential impact on tenants and service users/Tenant Consultation requirements**

There is no adverse impact on tenants and other service users as a result of information and decisions required in this report.

### **Value for Money**

#### **CHA considers Value for Money in all aspect of its business including: -**

- Managing our resources to provide quality services and homes to meet the needs of customers and the local community.
- Delivering the right service at the right time at the right cost.
- Planning for and delivering year on year improvements on our services based on customer priorities.
- Getting the most out of our assets and staff by operating efficiently and effectively.

There are no value for money considerations in relation to meeting the provisions within the Association's Rules in regards to AGM and electoral compliance.

### **Risk**

Non-compliance with the Association's Rules would pose significant risk to the organisation in terms of its governance arrangements and legal requirements. Non-compliance would have an adverse effect on tenant, customer and stakeholder confidence and would undoubtedly attract substantial scrutiny by the Scottish Housing Regulator.

### **Legal/constitutional Implications (Reference to Model Rules)**

There are no legal implications as a result of the information contained within this report as the report is based on the provisions set out in the Association's Model Rules.

### **Relevant CHA Objectives:**

- To ensure local decision making and community control, we will encourage our tenants and other customers to influence our policy and participate in decisions, which may affect them.

- To ensure that our resources are adequate to deliver our objectives by investing in our people, demonstrating value for money and through robust procurement practices.
- To promote social inclusion by applying principles of equality and diversity to everything we do.

## **Relevant SHR Regulatory Standards of Governance and Financial Management**

### **Standard 1**

The governing body leads and directs the RSL to achieve good outcomes for its tenants and other service users.

### **Standard 2**

The RSL is open about and accountable for what it does. It understands and takes account of the needs and priorities of its tenants, service users and stakeholders. And its primary focus is the sustainable achievement of these priorities.

### **Standard 3**

The RSL manages its resources to ensure its financial well-being, while maintaining rents at a level that tenants can afford to pay.

### **Standard 4**

The governing body bases its decisions on good quality information and advice and identifies and mitigates risks to the organisation's purpose.

### **Standard 5**

The RSL conducts its affairs with honesty and integrity.

### **Standard 6**

The governing body and senior officers have the skills and knowledge they need to be effective.

### **Standard 7**

The RSL ensures that any organisational changes or disposals it makes safeguard the interests of, and benefit, current and future tenants.

***The Management Committee will require confirming that the contents of this report and decisions required do not constitute a breach, material or otherwise, of the above Standards and there is no requirement to report a Notifiable Event to the Regulator.***

## **Equalities**

No protected group is adversely affected by the proposals, recommendations or updates within this report. Our commitment to equal opportunities and fairness applies irrespective of factors such as race, sex, disability, age, gender reassignment, marriage & civil partnership, pregnancy & maternity, religion or belief and sexual orientation.

## 1.0 Introduction

The provisional date for our Annual General Meeting was not met due to Covid-19 restrictions and has now been re-arranged for **Thursday 17 September 2020 at 6.30pm** probably via Zoom. By having it on this date means that we will comply with Rule 20 of the Association's Rules in relation to its Annual General Meeting which states: -

*"The Association will hold a general meeting known as the annual general meeting within six months of the end of each financial year of the Association."*

The exceptional circumstances as a result of the ongoing Coronavirus pandemic, led to the UK Government passing temporary legislation (the Corporate Insolvency and Governance Act 2020) to make provision for virtual General Meetings up to 30 September 2020. The adoption of the 2020 Rules by shareholders will allow for this going forward.

We are currently working on the logistics of holding a virtual AGM/SGM in September and our Head of Finance and Corporate Services is in the process of conducting a shareholder survey to determine capacity to join a virtual meeting/likelihood that our shareholders will attend. We will keep the Management Committee updated on this.

## 2.0 2020 Election

You may recall that the election report was presented as usual in May 2020. The report has now been updated to take account of the potential filling of the final co-opted place on the Management Committee at tonight's meeting (application from [REDACTED]). However, this has minimal effect on the election and the members required to stand down remain unchanged except for the new member also having to seek election.

### 2.1 Casual Members

There were 2 casual vacancies filled during the year (**Laura Breeze** and **Tom McCormack** filling places left by elected members Tom McCormack – elected June 2019 and Patricia Betty – elected 2018) and both members are required to stand for election at the AGM.

### 2.2 Co-Optees

Three co-opted places were filled during the year by our 2 WDC Councillors, John Mooney and Marie McNair and the new member, [REDACTED].

### 2.3 Calculation

The Association's Model Rules state that casual vacancies filled during the year should not be included in the calculation to determine the number who must stand down. The 2013 Model Rules (section 39.1) also state that co-opted members should not be included in the calculation.

The number of Management Committee members required to stand down is therefore calculated as follows: -

Current MC Members	13
Deduct Co-optees	-3
Deduct Casual members	-2
<b>Number for calculation</b>	<b>8</b>
One third required to stand for re-election	2.67 <b>Rounded to 3</b>

**The 8 elected casual members are as follows: -**

1. Kimberley Tennant (re-elected 2019)
2. John Hillhouse (re-elected 2019)
3. Paul Shiach (re-elected 2019)
4. Catherine McGarrity (re-elected 2018)
5. Joe O'Donnell (elected 2018)
6. Doris Smith (elected 2018)
7. John Calderwood (elected 2018)
8. Grace Daly (elected 2018)

This means that **the following members** will still require to stand down at the Annual General Meeting (names were picked from a hat at the May meeting) as their last date for election/re-election was June 2018:

	<b>Date First Appointed to MC</b>	<b>Last date elected via AGM Elections</b>
Doris Smith	March 2018	Elected 2018
John Calderwood	September 2017	Elected 2018
Grace Daly	March 2018	Elected 2018

**The following places will therefore be available at our 2020 AGM: -**

Number to be re-elected	3
Add current vacant places (15-5-3)	7
<b>Total available Committee places</b>	<b>10 *</b>

\*2 of which may be taken up by WDC Councillors (co-opted).

**Note**

Should we receive no other nominations for MC membership prior to the AGM and all members decide to stand for re-election/election, then the maximum number of places which will be available on our Committee for 2020/21 per our Rules will be 15, made up as follows: -

Members not required to stand for re-election	5
Members standing for re-election in 2020	3
Casual/co-opted members standing for election in 2020	3
	11
Add maximum co-optees*	4
<b>Potential Maximum no. of available places</b>	<b>15</b>

\*Co-optees must not make up more than one-third of the total number of the Committee or sub-committee members at any one time.

**Summary of decisions to be reached: -**

- 1) Updated election report to be agreed and noted