

**MINUTE OF GLASGOW WEST HOUSING ASSOCIATION 43rd ANNUAL GENERAL MEETING
HELD ON, WEDNESDAY 23 JUNE 2021, 6.30PM, VIA VIDEO CONFERENCE¹**

Addressing the meeting from the platform

Joe Heaney Chairperson
Elaine Travers Chief Executive
Iain Nicholl Corporate Director

Addressing the meeting remotely

Kevin Booth Alexander Sloan, Accountants

SEDERUNT: Appendix A

0.0 Elaine Travers, Glasgow West Housing Association's (GWHA) Chief Executive thanked Members for taking the time to attend the 43rd AGM, extending thanks also to SHARE for facilitating the Meeting. The Chief Executive noted that the digital format ensured compliance with Government guidelines, keeping everyone safe, whilst allowing the AGM to take place in line with GWHA's Rules. As noted in the Information Pack, pertinent questions submitted in advance would be addressed at the Meeting, and all other questions would receive a response separately.

Before handing over to Joe Heaney, Chairperson, the Chief Executive encouraged feedback on the Event through the evaluation forms that would be issued within a few days.

1.0 WELCOME AND INTRODUCTIONS

At 18.38 pm and the meeting being quorate², Joe Heaney, GWHA's Chairperson welcomed all shareholders to the 43rd AGM; recording, at the commencement of the meeting, 17³ shareholders in attendance, and 38⁴ apologies.

The Chairperson formally introduced the panel: Elaine Travers, GWHA Chief Executive and Iain Nicholl, GWHA Corporate Director; and welcomed Kevin Booth, Auditor, Alexander Sloan, Accountants who would be attending remotely to present the Annual Accounts. The Chairperson explained that the restricted programme reflected the digital meeting format, with a focus only on formal business, structured in accordance with the Rules.

- Adopting the Minute of the SGM⁵
- Adopting the Minute of the 42nd AGM
- Receiving the Chairperson's Report
- Electing the Management Committee
- Presenting the Accounts and Auditors Report; and
- Appointing the Auditor

2.0 APPROVAL OF MINUTES

2.1 Minute of the Special General Meeting

The Minute of the quorate Special General Meeting held on Tuesday, 25 August 2020 had been circulated in advance to all Shareholders. Approval of the Minute was proposed by N MacNeill and seconded by B Robertson. The Minute was then adopted as a true and accurate record and signed by the Chairperson.

2.2 Minute of the Forty Second Annual General Meeting

¹ Hosted by SHARE via Zoom

² Total Number of Shareholding Members = 138 ; Quorum = 14

³ The five shareholders attending by proxy were omitted from the initial count, increasing actual attendance at the commencement of the meeting to 22 shareholders. Total attendance increased to 30 as the meeting progressed.

⁴ Updated post-AGM to 40: x1 was in attendance by proxy; x1 was received post-AGM; and x2 indicated they would attend, but did not.

⁵ Omitted from the Agenda in error, although referenced in the AGM invitation letter and included in the pack

The Minute of the quorate Annual General Meeting held on Tuesday, 25 August 2020 had been circulated in advance to all Shareholders. Approval of the Minute was proposed by S Mosedale and seconded by A Ali. The Minute was then adopted as a true and accurate record and signed by the Chairperson.

3.0 CHAIRPERSON'S REPORT

The Chairperson opened with a reflection on 2020/21, noting a year of mixed emotions, marred by great sadness at the lives lost to covid-19, and yet also a year of inspiration and innovation. Summarising from P1 of the Annual Report, the Chairperson then noted the following key points:

1. Resources were targeted in the last year toward delivering tailored services to meet the evolving landscape, and toward supporting the most vulnerable in our community. Funding of £5,300 from the GWha Community Fund replaced the traditional Cash for Kids donation; and £80,000 in funding gratefully received from the Wellbeing Fund and the Communities Recovery Fund helped support an enhanced welfare benefits service at GWha, and a range of local community initiatives including food bank donations, furniture provisions, and phone and fuel top-ups.
2. Our office premises have remained closed for the most part, in line with Government advice, although our Officers have maintained regular contact with our most vulnerable households, offering advice, support and assistance; and more than 400 wellbeing calls were made to our older tenants. Up to date information has been provided through newsletters, website and social media channels, and in a series of bespoke leaflets; and many tenants and residents have attended our online Conferences and Consultative forums.
3. Rent affordability is of critical importance in these unprecedented times, and whilst the Management Committee were encouraged that GWha rents are affordable for all GWha households, Members were nonetheless concerned at the unpredictability of the economy; and, after listening carefully to tenant feedback, agreed to moderate the rent increase for 2021/22 from the proposed average 1.97% to 1.5%; to be delivered through Year 2 of the Rent Restructuring Programme.

Noting that the prompt payment of rent is essential for our service delivery, the Chairperson then urged anyone who may be struggling financially to seek urgent assistance from our Tenancy Services Team, reporting that early intervention optimises the chances for tenancy sustainment, and that tenancy recovery action will always be a last resort.

4. In asset management services, the focus has been predominately on emergency repairs and tenant and resident safety; with wider investment restricted primarily to works in empty void properties. By the end of March 2021, 60% of GWha homes achieved the Scottish Housing Quality Standard (SHQS), with the dip in performance from the previous year due primarily to the integration of energy efficiency criteria to the SHQS assessment, and to unforeseen issues with the glazed curtain walling system at St Vincent Terrace, the latter of which is now the subject of a substantial remedial works programme.
5. There was positive news to report with the development projects: Dover Street is on site; planning permission has been obtained for the Burnbank House project; and Corunna Street planning application is back on track. Combined, these projects will provide around 90 much needed homes for social rent.

The Chairperson progressed to acknowledge the incredibly important role of the Management Committee in leading the organisation, in setting strategic direction, and in ensuring robust governance and compliance with the many statutory and regulatory requirements. In this context the Chairperson referenced the transition to online digital meetings facilitating continuity in decision-making, with examples including the adoption of New Rules based on the SFHA Charitable Model Rules (Scotland) 2020 at the SGM last year; as well as the strong levels of assurance obtained in independent audits of our H&S and procurement processes; and in compliance with the Scottish Social Housing Charter and Freedom of Information. The very successful online Committee Training Forum was also acknowledged, with CTF Members now standing for election to the Management Committee and helping to ensure ongoing robust governance and succession planning.

On a lower note, the Chairperson reported disappointment when the Association's regulatory status for 2021/22 was set to "compliant (under review)" although he assured the membership that the Association was fully engaging with the Scottish Housing Regulator to provide the necessary levels of assurance around our management of the H&S risks at St Vincent Terrace and our associated governance arrangements.

In closing, fellow Committee Members were thanked for their unwavering commitment and support through the highs, and the lows of the year past. The Chairperson also formally recorded immense gratitude to Jim Michael who sadly passed away last year, making comment that Jim would have been at the forefront in supporting our community in these challenging times, and that his legacy as a founding member of GWHHA, and as a stalwart of the housing association movement, would live on in our Jim Michael Community Award.

The report concluded with the Chairperson extending best wishes to Anne Allan (Corporate Director) who retired during the year; offered thanks to all GWHHA staff for keeping the wheels of industry in motion; and thanked all members attending the virtual AGM, and those who had participated in our events throughout the year, or had taken the time to contact us with feedback. The Chairperson noted that our challenges were most likely not over yet, and that our partnership will ensure we continually learn, improve, and build on the high standards of service rightly expected.

4.0 ELECTION OF THE MANAGEMENT COMMITTEE 2021/22

The Chairperson handed over to Elaine Travers, Chief Executive to introduce Members standing for election to the Management Committee and those who were continuing service.

In accordance with rule 39.2, one third of current Committee Members stood down immediately before the AGM. The three Committee Members standing down and seeking re-election were: Joe Heaney, Joginder Makar and Yushin Toda. There were no casual vacancies, co-optees or directly appointed Members.

The six members continuing service on the Management Committee were confirmed as: Anila Ali; Anne Campbell, Issi Gracie; Nina MacNeill; Susan Mosedale and Billy Robertson.

For the six vacancies on the Management Committee, seven nominations were received as per Rule 40.2 and this prompted an election. The results of the election, which took place electronically, in advance of the AGM, were then announced. Of the 29 votes cast⁶ :

Nominee	% of Votes Cast
Nicola Adams	86%
Steve Bruce	66%
Joseph Heaney	86%
Karola Jehodek	34%
Joginder Makar	83%
Amy Robertson	79%
Yushin Toda	86%

With the lowest percentage of votes Karola Jehodek was not elected to the Management Committee; and Elaine Travers offered thanks to Karola for all her contributions at the Committee Training Forum.

The Management Committee for 2021/22 was then confirmed as: Nicola Adams, Anila Ali, Steve Bruce, Anne Campbell, Issi Gracie, Joe Heaney, Nina MacNeill, Joginder Makar, Susan Mosedale, Amy Robertson, Billy Robertson and Yushin Toda.

The Chief Executive thanked all the Nominees for their interest, noting that the Association now had a full complement of Members. Anyone interested in finding out more about joining the Management Committee was then encouraged to contact the office before the Chief Executive handed back to the Chairperson.

⁶ 24 by Members and 5 by proxy

5.0 RECEIVE THE AUDITED ACCOUNTS FOR THE YEAR ENDED 31 MARCH 2021

The Chairperson confirmed that in accordance with the Rules, the Annual Accounts had been approved at GWHA's Management Committee Meeting 15/06/21; and were presented to the meeting. He introduced Kevin Booth of Alexander Sloan, Accountants and advised that questions received in relation to the accounts would be addressed after the presentation:

With the aid of powerpoint slides, and directing Members to their copies of the accounts, Kevin Booth highlighted key points, including:

Income: Principal income is from rents £6.7m (80.2%) increased by 2.3% on the previous year. Grants released from deferred income £912,000 (10.8%)

Expenditure: Principal costs are attributed to managing and maintaining properties: management £2.5m. Depreciation just under £1.13m and maintenance costs £793k which represents a 12.9% decrease from last year as a result of the restrictions imposed due to the pandemic.

Total Revenue for the year was £8m. Operating Costs amounted to £5.6m, down from previous years, resulting in an operating surplus of £2.5m. The overall surplus for the year, after adjusting for interest received/paid and gain on sale was £2.9m. Non cash adjustments for pension scheme £800,000. Total comprehensive income £2.1 m.

Balance sheet: A very healthy position, a strong balance sheet and financially very sound. Net value of housing properties £37m; Net current Assets £27.5m. Pension deficit of £661k, grants £26 m.

Kevin Booth then referred to the principal Auditors report, confirming the auditors are satisfied that:

1. the accounts give a true and fair view
2. the accounts are prepared in accordance with relevant rules and regulations
3. proper books and records are kept by the Association
4. satisfactory system of controls and procedures
5. unqualified audit opinion

Members were reminded that GWHA's finance team prepare the accounts, and the auditor's job is to audit them. Kevin was pleased to present an unqualified audit report and clean management letter confirming everything is in order, proper books and records are kept and efficient systems of financial and internal control are in place.

The Chairperson thanked Kevin for his presentation of the accounts and handed over to Iain Nicholl, Corporate Director to present the questions received about the accounts.

Q1 How many staff were furloughed from GWHA/GWEN during covid-19?

A1 Members were advised that 16 Concierge staff were on furlough on a rotational basis between March and July 2020; during which time a reduced service was delivered. At the same time a 3rd Party Guard service was introduced at the St Vincent Terrace and Blythswood Court sites to provide 7pm to 7am night time security Friday / Saturday / Sunday each week. Five office staff members were on furlough between April and June 2020 where all job roles were associated with disrupted services. A further one concierge staff member was placed on furlough between January – May 2021.

Q2 Advise of service charges to tenants this year for services that were not provided?

A2 For Common Cleaning services a total of 822 tenanted properties were affected; and for Environmental services a total of 1107 tenanted properties were affected. Works ceased completely in the period April – June 2020, with catch up works carried out during July – September 2020.

Any over collection of service charges is offset in the following year's calculation: some service charges for 2021/22 are negative as the over collection in the prior year was more than the cost to provide the service for the following year.

The response to this question was expanded to note core service delivery impacted by covid as follows (none of which was chargeable as service charges):

1. An emergency only repairs service was in place from the onset of the covid-19 pandemic until 06/08/20. A full reactive repairs service resumed temporarily from 06/08/2020 – 22/12/20, during which time a backlog of outstanding non-urgent repairs were addressed. The Emergency only repairs service was again in place from 23/12/20 in response to emerging covid-19 restrictions, before the full reactive repairs service resumed from 26/04/21.
2. Property lettings were suspended from 17/03/20, resuming on 06/05/20.
3. Office premises were closed between 17/03/20 and 15/07/20, with some delay in attending to postal mail.

All other GWAHA services were delivered remotely with staff moving to home working in line with Scottish Government guidance. All service impacts were communicated on the association's website and via social media channels.

The Chairperson thanked Kevin Booth and his team; and Iain Nicholl and his team for their industrious efforts; delivering an efficient turnaround of the accounts, within a very tight timescale.

6.0 APPOINTMENT OF AUDITORS FOR 2021/22

The Chairperson invited a formal proposal to reappoint Alexander Sloan & Company. This proposal was moved by Susan Mosedale and seconded by Anila Ali.

7.0 CLOSE

In closing the Chairperson again extended his thanks to Members present for taking the time to attend the meeting; tenants who have contributed to consultative forums over the year and the voluntary Management Committee and staff members for their good work throughout the year.

SEDERUNT		OBSERVERS	
N	Adams	995	
A	Ali	987	S Cairney
H	Ashton	968	
J	Brock	601	
S	Bruce	994	Total 1
A	Campbell	980	
P	Chunda	966	
K	Foley	271	(by proxy) ⁷
I	Gracie	984	
J	Heaney	927	
K	Jehodek	990	
M	Karim	991	
D	MacNeill	941	
S	Majumdar	786	(by proxy) ⁸
J	Makar	453	
A	McCourt	620	
S	McMahon	946	
K	Mcminigal	979	
S	Mosedale	936	
F	Nakabachi	815	
A	Robertson	996	
W	Robertson	988	
M	Semple	644	
J	Sim	686	
A	Simpson	480	(by proxy) ⁹
H	Simpson	479	(by proxy) ⁹
D	Symon	521	(by proxy) ⁹
Y	Toda	789	
M	Wadsworth	189	
D	Zapala	933	
TOTAL		30	

⁷ S Cairney

⁸ N MacNeill

⁹ S Mosedale

APOLOGIES

M	Brennan	930
F	Buchanan	929
A	Cavana	537
R	Chawner	654
A	Clarke	850
M	Diamond	758
M	Doran	374
C	Elliott	388
F	Featherstone	819
J	Gill	555
A	Gray	122
J	Gray	750
T	Ishaq	881
M	Jacobs	784
T	Karnejenko	958
T	Keane	934
S	Kidd	773
J	Leitch	833
E	Macdonald	738
J	Macdonald	667
M	MacLeod	684
C	MacMillan	725
M	Maniez	762
W	McCausland	843
J	Mcguire	981
M	McIntosh	932
D	McLavin	818
O	Millen	28
E	Moore	536
F	Moore	957
T	Moulds	462
E	Roe	855
W	Shepherd	170
D	Sim	215
M	Sim	953
C	Spence	245
N	Stirling	699
I	Thomson	840
J	Thomson	931
D	Tognarelli	977

TOTAL 40

IN ATTENDANCE REMOTELY

K Booth Alexander Sloan, Chartered Accountants

TOTAL 1

STAFF ATTENDING

E Travers Chief Executive
I Nicholl Corporate Director
C Nicol Corporate Officer

STAFF ATTENDING REMOTELY

J Barrow Services Director
R Black HR & Governance Manager
N Carrigan Tenancy Services Manager
W Hunter Estates Services Co-ordinator
L Dornan Finance & IT Manager
E Osliff Corporate Officer (Finance)

TOTAL 9

ICT FACILITATORS

Pauline Munro SHARE
Rachel Mallon SHARE

TOTAL 2