

Report to: Virtual Management Committee 9th July 2020

Prepared by: Marion Menabney, Chief Executive

Subject: AGM and Management Committee Election 2020

1. Introduction

The purpose of this report is to provide guidance to the Management Committee on its role in fulfilling its constitutional obligation to arrange an Annual General Meeting of the members of Yorkhill Housing Association while addressing the challenges posed by the ongoing Covid19 restrictions.

The membership has three key tasks to perform at the AGM:

- To receive the Association's audited annual accounts for 2019-20
- To appoint the external auditors for the financial year 2020-21
- To elect the Association's Management Committee

The Association's constitution (SFHA Model Rules) stipulate that all general meetings require to be held with members physically present. The current lockdown rules forbid any indoor meetings of non-related households. However, legislation has recently been passed to allow a temporary lifting of that requirement.

The *Corporate Insolvency and Governance Act 2020* permits general meetings to be held by any means to allow members to participate and vote. The relaxation is in place until 30th September 2020 with provision for an extension to that date if required.

2. Format of Annual General Meeting

It is proposed that a virtual AGM is arranged via the Zoom app for Thursday 17th September. This date is subject to confirmation from the auditors, as a representative from Scott Moncrieff will require to be in attendance to present the audited accounts.

3. Annual Accounts

The completed accounts for 2019-20 prepared by Scott-Moncrieff Accountants will be presented to the Management Committee for approval on 20th August 2020. It is anticipated that this meeting will be conducted via Zoom.

Once received by the membership, the accounts will be available on the Association's website. Paper copies are available on request from the Association's office.

4. Re-appointment of Auditors

Committee is requested to approve the Association's current external auditors Scott Moncrieff are recommended to the membership for re-appointment.

5. Election of Management Committee

All housing associations must follow the procedures prescribed within their Rules when electing the organisation's Management Committee.

The Management Committee must also ensure that regulatory standards are met in relation to governing body structure and competence.

These procedures must be clearly explained to all committee members and recorded in the minutes of the meeting decisions were made. This report reflects the legal and regulatory compliance requirements.

5.1 Regulatory Compliance: Objectivity

Any governing body member who has been in place for nine years or more must demonstrate their ability to bring competence, objectivity and independent challenge to their role. The Association's annual committee appraisal process is undertaken by an external organisation to seek and obtain this assurance in relation to all serving members.

At the Management Committee meeting held on 12th February 2020, Olwyn Gaffney from SHARE presented her report on the member's appraisal process undertaken during December and January. The report findings confirmed the current Management Committee's competence and compliance with the Scottish Housing Regulator's requirements.

5.2 Rule Compliance: Management Committee Places

The Management Committee requires a minimum of seven members. The maximum permitted number is 15.

5.3 Rule Compliance: Annual Retirals

Every year, a third of elected members must stand down. Provided a retiring member is still eligible for committee membership, he or she may stand again for election. Retiring members do not require formal nominations to stand for re-election.

These retirals are rotated according to the individual length of service since last elected to Committee.

This year there are 12 elected members on the Management Committee requiring 4 retirals.

There will be 7 places available at the election.

5.4 Co-opted Committee Members

Co-opted members are appointed at any time during the year, until the Annual General Meeting following their co-option.

The maximum number of co-optees allowed is one-third of elected members, providing the overall total does not exceed 15.

Co-optees have to stand down. If they are members they may stand for election. There is one co-optee on this year's committee:

- Cllr Philip Braat (not a member)

5.5 YHA Management Committee Election Rota

Year Last Elected							
2019	Helene Fitzgerald	Malcolm Green	Grant McEwan	Michael Harris	Janette Sullivan	Yvonne Alexis	
2018	Billy Docherty	Gurmeet Mattu	Paul Marsden				
2017	Nina Hepburn	Gurmeet Mattu	Robert Winning				
2016		John Gordon		Michael Guy	Neil McPherson		
2015	Billy Docherty	Colin Armstrong		Nina Hepburn	Paul Marsden	Kyle White	Robert Winning

The longest serving members since last elected are Colin (2015), Neil (2016), Bob (2017). One further retiral is required from Billy (2018), Gurmeet (2018) and Paul (2018)

5.6 Rule Compliance: Committee Membership Eligibility

Any member of the Association aged 18 or over may stand for election to the Management Committee provided

- a) He/ she is not bankrupt or potentially insolvent
- b) He/she has a reasonable expectation of being able to regularly attend committee meetings for the 12 months following the AGM
- c) He/she is not in prison or been convicted of a crime of dishonesty
- d) He/she is not involved in civil proceedings by or against the Association
- e) He/she agrees to be bound by the Committee Code of Conduct and the Governance procedures of Yorkhill Housing Association
- f) There is no other actual or potential conflict of interest

5.7 Rule Compliance: Nominations for Committee

Nominations for the Committee must be in writing and must give the full name, address and occupation of the member being nominated.

Nominations must be signed by and include a signed statement from the member being nominated to show that they are eligible to join the Committee in accordance with Rules 38.4 and 44, and that they are willing to be elected.

Nominations must be delivered to the Secretary or left at our registered office at least twenty-one days before the general meeting.

Retiring members may stand for election without being nominated, a statement confirming their willingness to stand is sufficient.

Nomination forms will be available from the Association's office or website.

6. Membership of Yorkhill Housing Association

A quorum of 10% of members in attendance is required for the AGM. As at 31st May 2020 the total membership is 121.

7. New Model Rules

The new SFHA Model Rules 2020 have now been approved by the Scottish Housing Regulator, OSCR and the Financial Conduct Authority.

These rules reflect current governance and regulatory requirements and their adoption is recommended by the sector's various regulatory bodies.

A Special General Meeting is required for any Rule Change.

A detailed report on the new rules and their implications will be presented to Committee at the August meeting.

8. Summary and Recommendations

Members are requested to note the contents of this report and approve the following actions:

- A virtual AGM to be arranged for 17th September or an alternative evening that week subject to Auditor's availability
 - The re-appointment of Scott-Moncrieff as auditors for 2020-21 is recommended to the membership
 - Management Committee members retire as highlighted in Section 5
 - Retiring members confirm willingness to stand for re-election to the Chief Executive
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