

CLYDEBANK HOUSING ASSOCIATION LTD

TO: Management Committee (26 May 2020) **DATE:** 20.05.2020

FROM: Chief Executive/Head of Finance & Corporate Services

SUBJECT: **A.G.M. update and Election 2020 (scheduled 25 June 2020) – Item 7d (Decisions Required)**

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 will unlikely be met and therefore it is proposed that it is postponed until at least August/September when we will hopefully be clearer on how it can be held whilst ensuring the safety of staff, committee and shareholders.

Rule 20 of the Association's Rules in relation to its Annual General Meeting state: -

"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."

This means that we have up to the 30th September to hold our AGM and hopefully this will give us time to work out the logistics of holding our AGM in the likely event that social distancing rules remain in place for a long time.

There has been no specific guidance from the Scottish Housing Regulator so far in relation to holding AGM's. The Glasgow and West of Scotland Forum is currently exploring the option of procuring legal advice on behalf of its member in the event that the ability to hold AGM's within the timescales laid out in their Rules proves difficult/impossible.

2.0 2020 Election

It is proposed to present the election report as usual as unless anyone else joins the Management Committee between now and the rescheduled AGM, then the members required to stand down will remain unchanged. I also propose that the Share Register should remain open until a new date for the AGM is confirmed.

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

Two co-opted places were filled during the year by our 2 WDC Councillors, John Mooney and Marie McNair.

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	12
Deduct Co-optees	-2
Deduct Casual members	-2
Number for calculation	8
One third required to stand for re-election	2.67 Rounded to 3

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 **3 of the following members** will require to stand down at the Annual General Meeting (names can be picked from a hat) as their last date for election/re-election was June 2018:

	Date First Appointed to MC	Last date elected via AGM Elections
Catherine McGarrity	January 2015	Re-elected 2018
Joe O'Donnell	June 2017	Elected 2018
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
Total available Committee places	10 *

*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 14, made up as follows: -

Members not required to stand for re-election	5
Members standing for re-election in 2020	3
Casual members standing for election in 2020	2
	10
Add maximum co-optees*	4
Potential Maximum no. of available places	14

*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) To postpone AGM scheduled for 25 June
- 2) That Share register remains open until new date set
- 3) Members to stand for re-election
- 4) Election report to be agreed and noted