



Maryhill Housing Association Annual General Meeting 2020

Wednesday 16th September 2020, 6:00pm

Virtual meeting online and over the phone

AGENDA

1. Welcome
2. Minutes of the AGM held on 25th September 2019
 - Draft minutes enclosed in this pack – to be agreed.
3. Chair's Report on activities during 2019/20
 - Chair's Report 2020 paper enclosed.
4. Financial Report
 - Summary report enclosed. Full Financial Statements available at:
[https://www.maryhill.org.uk/about-us/annual-general-meeting-\(agm\)-2020/](https://www.maryhill.org.uk/about-us/annual-general-meeting-(agm)-2020/)
5. Appointment of Auditors
 - No papers enclosed. Members asked to appoint Scott-Moncrieff as the auditors for 2020/21
6. Appointment of Board members
 - Paper on Board appointments enclosed.
7. Questions from the Membership
 - Answers for questions submitted by Members in advance.
 - **All questions must be submitted in advance using the form enclosed in this pack.**



MARYHILL HOUSING ASSOCIATION LIMITED

Minutes of the Annual General Meeting (AGM)
held on Wednesday 25th September 2019 at 6.00pm in Maryhill Burgh Halls

PRESENT:

Mrs A Bell, Ms L Blain, Mr G Blair, Mrs S Blair, Mr W Carroll, Ms J Couper, Mrs E Cowan, Mr L Currie, Mrs M Dickie, Mr J Donald, Mrs H Donald, Mr A Ferguson, Mrs S Gilmartin, Ms A Hamilton, Mrs A Hinds, Mr T Jackson, Ms B Jackson, Mrs E Jackson, Mr J Kane, Mrs M Lyon, Ms M McDade, Mrs A McDougall, Ms R McGowan, Ms L Mackinnon, Mr S McKinnon, Ms M McNeilly, Mr W McNeilly, Mrs I McTaggart, Mr J McVicar, Mr V Makuyana, Mrs I Morrison, Ms K Mulgrew, Ms F O'Rourke, Ms N Plakaris, Mr R Popplewell, Mr C Scullion, Mr J Smith, Mrs E Smith, Mr J Somerville, Mr A Staulkey, Mrs H Staulkey, Mrs C Stylianou, Mr A Topping, Mrs E Ward

NON MEMBERS IN ATTENDANCE:

Mr J Lawson, Ms I White
Alan Alexander, Scott Moncrieff Auditors

STAFF IN ATTENDANCE:

Carol Bain, Jenna Borland, Lesley Carnegie, Johnny Cunningham, Christopher Duff, Karen Fee, Molly Forrester, Lauren Graham, Paul Griffin, Claire Hay, Drew McKenzie, Louise McNally, Marie Murphy, Steven Peebles, Robert Reid, Jennifer Simon, Alan Stoddart, Bryony Willett, Rebecca Wilson

Annual General Meeting (AGM)

1. APOLOGIES

- 1.1 Apologies were received on behalf of Ms L Wright, Mr J Cowan, Mrs E Crone, Mrs M Coleman, Mr J Gemmell, Ms I Graham, Ms V Sheldon, Mrs K Hartmann, Ms A MacDougall, Ms I Narbutt, Ms C Kelly, Mr P Imrie, Mr J Wilson, Ms M Wilson, Mrs M Doogan, Mr R Mushet, Mr T Dickie, Mr A Holbein, Mr B Blair, Mr T Coleman, Ms J L Duff, Mr W Ramsay, Mr T Holmes, Mr S Bremner, Mr M Sowry, Mr R Turnock and Mr A Doyle.

2. QUORUM FOR MEETING

Membership:	122
Quorum:	13
Members Attending:	44

3. APPROVAL OF THE MINUTES OF THE LAST AGM – 26TH SEPTEMBER 2018

- 3.1 The Chair Roger Popplewell (RP) welcomed everyone to the meeting.
- 3.2 RP advised that copies of the minutes from the last AGM held on 26th September 2018 had been posted out to all Members in advance and were enclosed in the packs which were distributed prior to the commencement of the AGM.
- 3.3 RP asked those in attendance whether the minutes were a true reflection of the 2018 AGM and the Members confirmed same.
- 3.4 Approval of the minutes from 2018 AGM was proposed by Mr V Makuyana and seconded by Mr J Smith.

4. CHAIR'S ANNUAL REPORT 2019 (ROGER POPPLEWELL)

- 4.1 RP provided Members with an update on the Association's priorities for 2018/19 that had been noted at last year's AGM. These included:
- **Obtaining customer feedback on customer service standards** - A full customer satisfaction survey had been completed with 80% tenant satisfaction. This needed to be improved so a new project had been launched to improve customer service standards and create a new Customer Charter.
 - **Consulting customers on options for rents and services** – Rent options had been provided in this year's rent consultation outlining three different levels. Tenants' preference had been for a slightly lower level with a reduced cyclical painting programme, so this was now proceeding.
 - **Delivering better value for money** – Board were actively looking at potential savings on the budget, with a particular focus on reducing back office costs and overheads.
 - **Improving digital services** – The Association had successfully secured grants to enable installation of broadband at Glenavon. A ministerial visit had taken place earlier in the year to recognise the good work being carried out.
 - **Reviewing the Property service** – The Property Team had now been restructured, with the aim of improving the service for customers and introducing a patch based set up.
- 4.2 RP the talked Members through some of the challenges facing the Association. These included:
- North Maryhill regeneration and frustrations at the length of time this was taking, with ongoing discussions taking place with Glasgow City Council.
 - Delays with the Association's new build programme due to planning permissions taking over a year to secure.
 - The continued roll out of Universal Credit across Scotland.
 - Recent issues with the Association's main reactive repairs contractor. RP apologised for the impact this was having on customers.
- 4.3 RP then spoke about the Board's agenda during the year. This had included:
- The launch of a new Corporate Plan, copies of which had been provided in Members' packs.

- Approval of a revised Business Plan based on keeping rents affordable and moving to inflation only rent increases in the future.
- Signing a £35million loan agreement to enable the Association to build new houses, and approving the plans for the first three developments starting in the next year.
- Completing the staff restructure to move services closer to customers.
- Agreeing a large planned maintenance programme with a particular focus on improving heating systems to help tackle fuel poverty.
- Approving a revised allocation and lettings policy in line with the new Housing Act.

4.4 RP then gave an overview of the Association's new Assurance Framework, explaining that this had been put in place to monitor how well the Scottish Social Housing Charter, Regulatory Standards, and other legal obligations were being met. A red / amber / green rating was provided for each item. Currently there were no reds but a number of ambers, indicating that these areas could be further improved. Areas for improvement and the related actions to be taken by the Association were detailed in the framework.

4.5 RP thanked all Board Members for their contribution during the year. He then especially thanked Elizabeth Smith who was stepping away from the Board at the AGM to become an Ambassador for the Association. Mrs Smith had made a significant contribution during her years on the Board and would continue to work with a range of services and groups over the coming year.

5. CEO's REPORT (BRYONY WILLET)

5.1 Bryony Willett (BW) began by providing an overview of the new Corporate Plan, explaining that it had been developed to directly address those areas raised by customers during the recent customer satisfaction survey. The new Plan included a new Mission, Vision and Values for the Association.

5.2 The Plan also included three long term objectives:

- Improving customer experience and increasing customer satisfaction.
- Addressing poverty and enabling customers to make their lives better.
- Providing better homes and developing neighbourhoods to feel proud of.

5.3 BW then detailed a range of projects that would help deliver on these overall objectives. These included:

- **Fuel poverty** being tackled through replacement of electric storage heaters and installation of insulation in tenements.
- **Waste management and back court improvements** involving work with Glasgow City Council.
- **Investment planning** with a new programme in place for the next four years.
- **Anti-social behaviour** being tackled through a new strategy and a new focus on promoting good behaviour as well as taking strong action where needed.
- **Long-standing repair issues** such as condensation being improved by better patch based services and a greater focus on finding the root cause rather than a quick fix.

- **Keeping rents affordable** by save £750k over seven years, with the Association currently on track to save the first £500k in the first two years.
- **New homes** being provided, with planning permission now secured for 100.
- **Internet at Glenavon** as already mentioned by the Chair.
- **Dolly Parton's Imagination Library**, a charity that provides free books for under five year olds.
- **Community @ Maryhill**, a new community space at Glenavon providing a venue for classes and other groups.
- Promotion of the **online customer portal** as a different and easier way to access services.

5.4 BW then introduced the Association's new Annual Report video, which had been created this year in place of a written report. Members watched the video, which would be launched publicly later in the year.

5.5 BW then provided a list of the donations made to charities and other local causes during the year. A total of £1172 had been donated during 2018/19.

6. FINANCIAL REPORT (REBECCA WILSON)

6.1 Rebecca Wilson (RW) talked the Members through the Financial Report for the year ended 31st March 2019. A full version of the Financial Statements was available on the Association's website with a summary provided in Members' packs.

6.2 RW explained that the Statement of Comprehensive Income showed all of the income due to and all costs incurred by the Association in relation to all of its activities for the year 1st April 2018 to 31st March 2019.

6.3 It was noted that the Association made a deficit for the year before tax of £24k compared to a deficit last year of £1.067m. The main reasons for the improved deficit position were:

- A decrease in management and administration costs of £229k.
- Planned maintenance in the year having reduced by £673k. This reflects that the Association focused more on capital components replacements this year, rather than in the previous year when a lot of planned maintenance cost was not capitalized. Capitalize means where the cost of something is spread over a number of years, instead of taking the full hit of the cost in one year.
- Reactive repairs costs increased by £418k from £1.9m to £2.3m due to a combination of increased costs in the year but also more accruals being identified at year end.
- At the bottom of the Statement of Comprehensive Income there is Other Comprehensive Income shown totalling an actuarial loss of £794k on pension liability, compared to an actuarial gain the previous year of £978k. This represents the annual change in the Association's liability in respect of its SHAPS and Strathclyde Pension Fund, as assessed by the pensions actuaries. This is not cash money payable by the association, but does result this year in an increase in pension liability and gives visibility to any estimated changes in the long term pension liability.

- 6.4 During the year the Association capitalised investment spend totalling £2.3m, which included the replacement of 185 boilers, 80 kitchens and 50 bathrooms, roofing work at 5 blocks and also works at 3 closes in Hathaway Lane to remove old bin chutes and repair stonework. This capitalised spend of £2.4m, plus the non-capitalised spend of £673k mentioned previously, result in an overall investment spend for the year of £2.9m.
- 6.5 RW finished by presenting a summary of how each £1 of rent had been spent during the year.
- 6.6 RW noted that 2018/19 had been a stable year and that the financial position of the Association continues to be healthy.
- 6.7 Mr J Smith asked about the vans mentioned in the Statement of Financial Position. RW explained that these were used by the Neighbourhood Team.

7. AUDITORS REPORT (ALAN ALEXANDER, SCOTT MONCRIEFF)

- 7.1 The Auditor talked the Members through the Accounts for the last financial year, confirming that the Accounts gave a true and fair reflection of the Association.
- 7.2 The Auditor confirmed that there was no fraud and no irregularities to report and that all transactions were correct. This resulted in a clean audit report with no significant weaknesses to note.
- 7.3 It was noted that the Association remains a going concern.
- 7.4 RP thanked Mr Alexander for his report. Approval of the Annual Accounts for 2018/19 was then proposed by Mrs E Smith and seconded by Mrs S Blair.

8. APPOINTMENT OF AUDITORS

- 8.1 RP proposed that the Members appoint Scott Moncrieff as Auditors for the forthcoming year (2019/20).
- 8.2 The appointment of Scott Moncrieff was proposed by Mr J SMith and seconded by Mr L Currie.

9. APPOINTMENT OF BOARD MEMBERS

- 9.1 RP thanked Brian Trearty who had stepped down from the Board during the year. This along with Elizabeth Smith becoming an Ambassador had resulted in vacancies on the Board. Nominations had been invited from the Membership.
- 9.2 RP explained that three existing Board Members were seeking re-election:
- Sandra Blair
 - Linda Duff
 - Tim Holmes
- 9.3 There were also two new Board Members seeking election for the first time:
- Lorna Brennan
 - Najah Plakaris

9.4 The appointment of these Board Members was proposed by Mrs I McTaggart and seconded by Mrs E Ward.

10. AOB / QUESTIONS

10.1 RP advised that staff were available at the desks at the back of the hall to answer any questions and provide information on individual cases.

10.2 Mrs S Blair asked whether the action noted in last year's AGM meeting to install a memorial to Eleanor Brown would still take place. BW advised that a bench was due to be installed in October 2019 and that a ceremony would be held to mark the occasion.

10.3 Mrs A Hinds asked whether any of the new build developments would include amenity housing or properties for older people. RW advised that while there was currently no elderly amenity housing developments planned this would be looked at for future projects. The current projects did however include a small number of wheelchair accessible properties.

10.4 Ms M McNeilly asked whether the work to replace electric storage heaters would also mean tenants' meters could be updated. BW confirmed that this would indeed be the case, which would mean these tenants would then be able to go with any electricity supplier and access better prices.

10.5 Another Member asked whether the Association offered any apprenticeships to young people, such as trades. BW confirmed that there were several apprentices working across a range of teams. BW also explained that the Association's contracts with its repairs contractors asked for them to take on apprentices from the local area wherever possible.

10.6 Mr J Smith asked whether direct phone numbers were available for Housing Officers. BW advised that all Housing Officers had mobile phones and were contactable.

10.7 Mrs E Ward asked whether the contractors used by the Association were local businesses. BW advised that this was not always the case, however the cyclical painting contractor was based locally. Legally the Association cannot restrict contractors to just the local area, however contractors are asked to use local supply chains wherever possible.

10.8 Mrs C Stylianou asked whether there was a policy for tackling drug use in the local area. BW advised that this would be dealt with under the Anti-Social Behaviour Policy and that any criminal activity would be reported to the Police.

10.9 Another Member stated that community groups were not being well attended, and asked if these could be better promoted by the Association. RP noted that Housing Officers now support each Registered Tenant Organisation and that this does include promotion as required. BW advised that younger tenants are less keen on evening meetings so the Association is also looking at other way to engage with customers.

10.10 There being no further business, RP thanked everyone for attending and then formally closed the meeting.



Chair's Report 2020

This report provides a summary of the Association's activities over the last year. Further information can be found in the Financial Statements on the Association's website at the page linked below. Paper copies can be provided on request.

[https://www.maryhill.org.uk/about-us/annual-general-meeting-\(agm\)-2020/](https://www.maryhill.org.uk/about-us/annual-general-meeting-(agm)-2020/)

Priorities

The Association's vision is: Great homes in strong and thriving communities.

Our mission is: Providing great housing and services for our customers; supporting strong, inclusive communities in North West Glasgow.

Our values are to:

- Think customer first;
- Deliver on our promises;
- Celebrate diversity; and
- Keep improving.

Our objectives are to:

- Improve customer experience and increase customer satisfaction;
- Address poverty and enable customers to make their lives better; and
- Provide better homes and developing neighbourhoods to feel proud of.

COVID-19 Impact

In March 2020, because of COVID-19 restrictions, the Association closed its offices and limited delivery of services in customers' homes to only essential services.

Routine repairs were suspended but our contractor is now tackling this backlog. Housing staff continued working from home but were unable to carry out home visits. Almost all services have now relaunched but the main office at 45 Garrioch Road will remain closed to customers until at least the middle of September 2020 in line with government guidance.

Significant implications of COVID-19 for the Association are increased rent arrears and delays to both improvement works in customers' homes and the building of new homes for the Association. Whilst these factors will have an impact on financial performance and timing of activities, there is no expectation that this will have a material impact on the Association's long term operation.

The Association's Board

The Association is governed by a voluntary Board which is elected by its Members. Its responsibility is to agree the long term strategy, business plan and overall direction of the Association. Since March the Board has had to carry out its role using virtual meetings over the internet.

The Association's Board conforms to a model Code of Conduct drawn up by the Scottish Federation of Housing Associations. This ensures the highest standards of governance are maintained. Potential breaches of our Code of Conduct are treated seriously and managed in line with the process set out in the Code of Conduct.

In June 2020 the Association commissioned an independent investigation into potential breaches of the Code of Conduct by one Board Member. The Association subsequently commissioned a review of the internal process followed by the Association. The outcome of this review was considered by the Board on 3 August 2020 and an action plan put in place to take forward learning points from the review.

Between 26 June and 6 July 2020 three Board Members resigned from the Board, bringing the total Board Membership below the threshold of 7 members specified in the Rules. The Board had already started recruitment of possible new Members, and quickly appointed two new Board Members to fill casual vacancies on 28 July 2020, bringing the total membership to 8.

Improving customer experience and increasing customer satisfaction

Key issues from customer feedback are fuel poverty and satisfaction with the way the Association deals with more complex long standing repairs. The Association has approximately 1,000 properties heated by electric storage heaters which are unpopular, expensive and very difficult to control. Over £1.5m in grant funding has been secured to help meet the cost of replacing these systems with more efficient air source heat pumps in 330 homes. Our 2020/21 financial plan sets aside money to replace all traditional electric storage heating systems over the next five years.

Feedback from complaints and other sources also suggests that customer experience of contacting the Association needs to improve. During 2019 we developed a new Customer Charter which sets out what standards our customers can expect from us, but this has not yet been fully rolled out due to COVID-restrictions.

Addressing poverty and enabling customers to make their lives better

In 2019/20 we continued to receive grants from the Scottish Government to provide customers with advice on welfare reform. We also successfully secured over £100k to support over 2100 residents affected by the COVID pandemic in the last four months with fuel costs, food costs, hot meals and digital devices to stay connected.

We are providing an internet service to over 300 customers in the Glenavon flats and will introduce our Smart Heating system to our mini multi blocks this year including high speed, affordable internet and cost efficient heating.

Our Community Fund was a great success in 2019/20 putting £60k back into the community. In 2019 we awarded over £10k from our Customer Kitty grant programme to help customers improve their employment prospects, take up education opportunities, and enrich their lives.

Providing better homes and developing neighbourhoods to feel proud of

In 2019/20 we delivered a broad ranging investment programme with projects such as kitchen and bathroom replacements; insulation to reduce fuel bills; window and door replacements; and boiler replacements. In total we spent almost £2m improving customers' homes during 2019/20.

We have three projects to build approximately 100 new homes which will start on site in late autumn 2020. We are developing our pipeline of new build housing and are investigating sites for land banking. Our programme includes homes for social rent, mid-market rent and low cost ownership. We will build family sized housing wherever it is feasible to do so.

We are working with partners to produce a masterplan for the North Maryhill Area around our multi storey homes. Over time this will deliver significant improvements to the environment around the existing homes and see new homes built.



Financial Report 2020

This report provides a summary of the Association's financial performance over the last year. Further information can be found in the Financial Statements on the Association's website at the page linked below. Paper copies can be provided on request.

[https://www.maryhill.org.uk/about-us/annual-general-meeting-\(agm\)-2020/](https://www.maryhill.org.uk/about-us/annual-general-meeting-(agm)-2020/)

Statement of Comprehensive Income

This shows all income due to and all costs incurred by the Association for all of its activities for the year 1 April 2019 to 31 March 2020.

The Association made a surplus for the year before tax of £1,031,982 compared to a deficit last year of (£24,097).

The main reasons for the surplus position this year are:

- 1) Rental income increased by £480,000 from the previous year, due to annual rent increase applied in April 2019 of 3.9%
- 2) Reactive maintenance spend was £372,000 less than the previous year. Last year saw particularly high reactive maintenance spend, so this year represents a return to more standard level of spend.
- 3) The annual depreciation charge on housing properties has decreased by £378,000. This is due to the less early replacement of property components (such as kitchens in void properties) than took place the previous year. Depreciation is the name of the annual charge which spreads the cost of a long term capital asset over a number of years (such as a new kitchen or bathroom in a property).

At the bottom of the Statement of Comprehensive Income there is a statement of Other Comprehensive Income showing a total actuarial gain on pension liability of £1,661,000. This represents the annual change in our liability in respect of our membership of two pension schemes. This is not cash money due to the Association, but does result this year in a reduction in our long term pension liability.

Statement of Financial Position

This provides a snapshot picture as at 31 March 2020 of the various assets and liabilities of the association at that point. Assets are the things of value which the Association has, and the liabilities are things the Association is due to pay for in the future. The value of the assets less liabilities gives the overall net worth of the organisation.

This has been a stable year, and the financial position of the Association continues to be healthy with overall net assets of £30,198,575.

During the year the Association delivered capital investment work totalling £1,962,000, this included:

- 1) Cumloden Estate 129 windows & 68 doors – largely completed, with 25 properties which were delayed due to COVID and will take place this year
- 2) 266 Cumloden Drive new air source heating, plus some kitchen and bathroom replacements – 15 properties completed before COVID lockdown, remaining 13 will take place this year.
- 3) Hathaway Lane upgrading of entrances, drying areas and bin stores at 3 blocks
- 4) External wall insulation installed at 29 properties
- 5) As well as ongoing replacement of kitchens, bathrooms and boilers within properties

The cash & investments held by the Association show an increase in year of £270,000.

The other main change has been the reduction in the Association's pension liabilities from (£1,933,000) to (£310,000). This reflects the non cash actuarial adjustments outlined in the Statement of Comprehensive Income above.

Audit Conclusion from Scott-Moncrieff Audit Services

Scott-Moncrieff Audit Services carried out the external audit of the Association's financial statements, and their audit findings are summarised below:

In our opinion the financial statements give a true and fair view of the state of the Association's affairs as at 31 March 2020 and of its income and expenditure for the year then ended. The financial statements have been prepared in accordance with applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

We confirm that there are no issues affecting the Association's ability to continue as a going concern. We agree with the Board of Management's conclusion that the impact of COVID-19 should not significantly affect the going concern status of the Association and that the disclosures in the financial statements in respect of this is appropriate.

We did not identify any subsequent events which require amendments or disclosures to be made to the financial statements out with the impact of COVID-19.



Board appointments

This paper provides an explanation of how Members will be appointed to the Board at the 2020 AGM and introduces the new Board Members.

Process of electing Board Members

Members are elected to the Board at an AGM. The Association's Rules (Rule 40.1) state that if the number of Members standing for election is less than or equal to the number of vacant places, the Chairperson will declare them elected without a vote.

There are twelve places on the Association's Board for Board Members elected from the Association's Membership.

This year there are seven Members standing for election to the Board and eight places, therefore the Chair will declare all candidates elected without a vote.

Board Members standing for election

This year there are three groups of Members standing for election:

A. Existing Board Members who have retired and are standing for re-election

Every year one third of existing Board Members must resign. The retiring Board Members should be the longest standing since they joined the Board or were last re-elected.

Retiring Board Members standing for re-election this year are:

Roger Popplewell. Roger was elected Chair in 2016, having been a Board Member for 4 years. Roger has 40 years' experience in the housing sector, most recently heading the Scottish Government's Housing Supply Division. Roger is committed to making sure Maryhill Housing offers excellent services that are valued by the community and he is passionate about tenant involvement in running social housing.

Tim Holmes. Tim joined the Board in 2017 bringing with him extensive knowledge and experience of housing asset management and property maintenance. Tim was most recently Property Services Manager at East Renfrewshire Council, having previously worked in West Dunbartonshire Council and Govan Housing Association.

B. Existing Board members who joined the Board to fill a casual vacancy who have retired and are standing for re-election

Board Members who have joined to fill a casual vacancy (filling a place because an existing Board Member has resigned during the course of the year) are required to retire at the next AGM.

Retiring Board Members who have filled a casual vacancy, now standing for re-election are:

Raphael Rickson. Raphael has been a Maryhill Housing tenant since 2016 and is driven to make social housing better and more available for everyone who needs it. Raphael has experience of different voluntary settings and is very interested in the history of Maryhill.

Lindsay Forrest. Lindsay is currently the Head of Development at Sanctuary Scotland and has worked in the social housing sector in Glasgow for over 20 years. Lindsay wants to make a positive contribution to the delivery of high quality housing and community services to customers.

C. New Board Members

The Association advertised for new Board Members during 2020 and candidates were interviewed by existing Board Members.

Members standing to join the Board for the first time are:

Janaki LakshmiNarayanan. Janaki is a Maryhill Housing tenant with over six years of experience in the welfare rights sector. Janaki has a Masters degree in Advanced Computer Systems Development and so will bring with her a good understanding of IT systems and technical skills. Janaki is looking forward to contributing to her community and its people to help make the area a great place to live.

Jenny Crowe. Jenny is one of our factored owners, having lived in Ruchill for 18 years. Jenny is Arts Manager at a community-based arts venue and registered charity. In her role Jenny works closely with the charity's board and is heavily involved in community engagement across North East Glasgow. Jenny wants to get more involved in local development and to support the communities of Maryhill and Ruchill.

Caitlyn Maccabe. Caitlyn is a solicitor living in the local area. Through her role Caitlyn has a good working knowledge of health and safety law, as well as experience of data protection and risk management. Caitlyn studied Environmental Law, and so also brings knowledge that will relate well to the management of our existing and new developments. Caitlyn is keen to use all of these skills to contribute to her local community.

Recruitment of new tenant Board Members

After these Members have all joined the Board, the Board composition will be:

Customers	Independents
5 tenants 1 owner	
6 in total	5 in total

There are twelve places for elected Board Members plus three places for co-opted Members, so in total there are four potential places for new Board Members to join after the AGM.

The Association will be aiming to recruit new tenant Board Members between September and December 2020. If any Members are interesting in joining the Board please contact corporatesupport@maryhill.org.uk or Bryony Willett, Chief Executive on 0141 948 1109.

Current Board Member Biographies

Roger Popplewell, Chair



Roger was elected Chair in 2016, having been a Board member for 4 years. Roger has 40 years' experience in the housing sector, most recently heading the Scottish Government's Housing Supply Division. Prior to that, Roger worked with Communities Scotland, Scottish Homes, local authorities, TPAS and Shelter. Roger is committed to making sure Maryhill Housing offers excellent services that are valued by the community and he is passionate about tenant involvement in running social housing.

Isabella McTaggart



Isabella is a Maryhill Housing tenant, having lived in Maryhill for 27 years. Isabella joined the Board in 2016 and is also Chair of Glenavon Residents' Association. Isabella is also a member of the Maryhill & Summerston Community Council and the Maryhill Area Partnership.

Najah Plakaris



Najah is also a Maryhill Housing tenant co-opted to the Board in 2018, who then became a full member in 2019. Najah has over 14 years' experience working in the third sector in a range of different roles. Najah feels passionately about supporting her local community.

Paul Imrie



Paul is a Maryhill Housing tenant and joined the Board in 2017. Paul currently works as an Assistant Production Accountant in the film & TV industry and brings a wide range of financial skills and knowledge to the Board, as well as a strong focus on rent affordability.

Richard Turnock



Richard joined the Board in 2016 and is currently Chair of our Audit & Risk Committee. Richard recently became the Chief Executive of River Clyde Homes, having previously been their Group Resources Director. He has extensive senior financial and change management expertise. Richard is also a member of the Institute of Chartered Accountants of Scotland.



Tim Holmes

Tim joined the Board in 2017 bringing with him extensive knowledge and experience of housing asset management and property maintenance. Tim was most recently Property Services Manager at East Renfrewshire Council, having previously worked in West Dunbartonshire Council and Govan Housing Association.



Raphael Rickson

Raphael recently filled a casual vacancy on the Board this year. He has been a Maryhill Housing tenant since 2016 and is driven to make social housing better and more available for everyone who needs it. Raphael has experience of different voluntary settings and is very interested in the history of Maryhill.



Lindsay Forrest

Lindsay recently filled a casual vacancy on the Board this year. She is currently the Head of Development at Sanctuary Scotland and has worked in the social housing sector in Glasgow for over 20 years. Lindsay wants to make a positive contribution to the delivery of high quality housing and community services to customers.

Ambassador



Elizabeth Smith

After standing down from the Board at last year's AGM, tenant Betty Smith became an Ambassador for the Association. During the year Betty's new role has involved joining the Service Improvement Panel, working closely with our Community Regeneration Team and continuing to have a role in deciding the allocation of the Community Fund each year.

How to join the AGM and SGM



If you wish to **watch the AGM and SGM via the internet**, go to the following page any time from 5.30pm onwards on Wednesday 16th September 2020: <https://rebrand.ly/mhagm>

Our broadcast will use a system called Microsoft Teams. If you have never used Teams you can download it for free by going to the link above and following the instructions. Please give yourself a bit of time to be able to do this before the meeting starts.

You will be asked to provide a name or email address. Please provide these details so that we know you have attended the meeting and can record this for the minute.



If you wish to **listen to the AGM and SGM over the phone**, this is also possible.

The call will be free of charge. You will be able to hear the AGM but will not be able to see the presenters' slides, however all the relevant information is included in this pack.

If you wish to join via phone please let us know by completing the enclosed form. We will then contact you prior to the meeting with the phone number and passcode details.



Maryhill Housing Association Special General Meeting

Wednesday 16th September 2020, following the AGM
Virtual meeting online and over the phone

AGENDA

1. Proposed Rule change – results of postal vote
 - Summary of Rule changes enclosed in this pack. Full Rules with changes tracked available at:
[https://www.maryhill.org.uk/about-us/annual-general-meeting-\(agm\)-2020/](https://www.maryhill.org.uk/about-us/annual-general-meeting-(agm)-2020/)
 - Members are required to approve the Rule change.
 - **All votes must be made by post in advance, using the postal voting slip provided in this pack.**

2. Questions from the Membership
 - Answers for questions submitted by Members in advance.
 - **All questions must be submitted in advance using the form enclosed in this pack.**



Special General Meeting: Rule Change

Introduction

Rule changes are a decision reserved for the Association's Membership at a Special General Meeting.

The purpose of the Special General Meeting is for the Membership to consider proposed changes to the Association's Rules and vote on approving a Special Resolution to adopt the new proposed Rules.

The changes to the Rules are being recommended for approval by the Association's Board.

Voting

All voting on the proposed changes will take place by post. It will not be possible to vote during the virtual meeting. Voting forms and return envelopes are included in this pack. Voting will take place by post to ensure all Members have the opportunity to vote, including those unable to attend the virtual meeting.

Format of the meeting and the purpose of this paper

The Special General Meeting will take place virtually. When Rule changes have been proposed in the past a presentation would be made to the Association's Membership as part of the Special General Meeting explaining the Rule changes. As all voting will take place virtually we need to explain the proposed Rule changes now, ahead of the meeting, so that Members understand what you are being asked to vote on.

This paper explains each of the proposed Rule changes.

Questions and queries

Included in this pack is the opportunity to ask questions in advance which will be answered formally in the meeting and responses included in the minutes.

If you have questions about the Rule changes which need to be answered to allow you to cast your vote ahead of the meeting, e.g. if you are not clear about what is being proposed or why, please contact corporatesupport@maryhill.org.uk or call 0141 946 2466 and ask to speak to Lesley Carnegie, Performance and Governance Manager or Bryony Willett, Chief Executive.

We are more than happy to answer any questions and will respond as quickly as possible.

Why changes to the Rules are being proposed

The Association's Rules are based on the Scottish Federation of Housing Associations' (SFHA) Model Rules as updated in 2015. These Rules are owned centrally by the SFHA and are periodically updated. An update was produced in May 2020. This update was produced following an SFHA working group, and approved by the Scottish Housing Regulator, the Office of the Scottish Charity Regulator and the Financial Conduct Authority. The SFHA recommends that Associations adopt the 2020 version of the Rules as soon as possible.

The Board have also considered the Association's Rules and are proposing additional local changes around Board composition.

Proposed changes to the Rules

The table below provides a summary of the proposed Rule Changes and an explanation of why changes are proposed.

A full set of the Association's Rules with the proposed changes marked can be found on the Association's website on the page linked below. Paper copies can be provided on request.

[https://www.maryhill.org.uk/about-us/annual-general-meeting-\(agm\)-2020/](https://www.maryhill.org.uk/about-us/annual-general-meeting-(agm)-2020/)

Changes introduced by the Scottish Federation of Housing Associations	
Proposed Change	Explanation
27.1 Stating that the Chair shall not be entitled to act as a representative for any other Member.	Good practice to prevent too much power in the hands of the Chair.
37.8 Creating a discretionary power for the Board to impose a leave of absence on a Board Member when there is a severe breach of the Code of Conduct being investigated	To prevent the risk of disruption to Board Meetings and a distraction from focusing on outcomes for tenants. An example of a 'severe' breach might be allegations of accepting bribes or threats of violence against other Board members.
39.3 Stating that only existing Members can nominate Members for election to the Committee.	This formalises what has historically been implied because nomination forms are only issued to members, who cannot nominate themselves. This clarifies that members cannot just pass their form on to a non-member to nominate them. In the SFHA's view, it was always the case that only a Member of a RSL was entitled to nominate a person for election to the governing body. However, the SFHA recognised that this position was not clear in previous Model Rules and, accordingly, the position has been clarified in the 2020 Model Rules.

Changes introduced by the Scottish Federation of Housing Associations

Proposed Change	Explanation
<p>40.3, 43.1.11 Adding the provision for the Board to reject an application for Membership to the Board, where:</p> <ul style="list-style-type: none"> • Election would be contrary to the Association's Rules • Where a conflict of interest may exist • Where election to the Board would not be in the best interests of the Association 	<p>To prevent a situation where an individual joining the Board could be very disruptive and not act in the best interests of the Association or tenants. The example provided by the SFHA is a tenant who is subject to action under the Association's Unacceptable Actions Policy, such as being abusive towards staff.</p>
<p>45. Adding in requirements for the Board to be responsible for ensuring the Association can demonstrate compliance of its governance and financial arrangements.</p>	<p>Update in line with the 2019 Regulatory Framework. Under the new Regulatory Framework there is a much greater emphasis on housing associations to self-assess against the standards of the Regulatory Framework and provide an annual Assurance Statement setting out this compliance.</p>
<p>88.1, 88.3 removing the requirement for Regulatory consent to changes in the Rules and adding in the requirement to notify the Regulator.</p>	<p>Update in line with the 2019 Regulatory Framework and changes made so that Associations would not be classified as public bodies.</p>
<p>20 Allowing for future Annual General and Special General Meetings to be held either in part or fully virtually</p>	<p>The Association does not plan to move to virtual meetings once physical meetings are permitted again. However, this change will ensure the Association can still hold General Meetings is a further pandemic occurs without relying on central government legislation changes. This change will also allow those Members who may struggle to attend in-person meetings (e.g. those with disabilities or caring responsibilities) to attend and participate in meetings virtually in the future.</p>

Local changes proposed by the Association's Board

Proposed Change	Explanation
<p>37.1, 37.3, 44 Removal of the provision for a Glasgow City Council nominee on the Association's Board</p>	<p>It is now unusual for Associations to have a local authority nominee on their Boards. This is because of time pressures for local elected representatives and because of potential conflicts of interest between the business of the local authority and the housing association. Maryhill Housing will continue to work hard to maintain positive relationships with local elected representatives.</p>

Local changes proposed by the Association's Board	
Proposed Change	Explanation
7.1.4, 12, 17.1, 27.5, 72.3 Removal of the ability for organisation to become members of the Association	This also aims to prevent an organisation becoming a member and then nominating an individual to join the Board who would not have been through the normal recruitment/selection process and may not be a positive influence on the Board. The Association does not currently have any members which are organisations rather than individuals.
37.1, 44.9, 49 Board composition: changing the requirement from the Board comprising of a majority of tenants to the Board comprising of a majority of customers (either tenants or owners) but restricting numbers of non-tenant customers on the Board to two and updating language from 'service user' to 'customer'.	Our factored owners are important customers of the Association and therefore it feels appropriate that they would have involvement on the Board. The Association currently has approximately 700 factored customers and 3000 tenants so factored owners comprise approximately one quarter of customers. With eight tenants on the Board this would mean that a maximum of two owners would be broadly representative of the proportion of factored owners.

Next steps

As a Member of the Association you are asked to consider the proposed Rule changes and whether you approve the Special Resolution:

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

Please vote by completing the enclosed form and returning it to the Association in the pre-paid enveloped provided. **It must be received by 12.00 noon on Monday 14th September to be counted.**

For the Rule change to be passed it must be approved by at least 75% of the votes received. Members will be informed about the outcome of the vote at the virtual SGM and in the minutes which will be circulated after the meeting.

Assuming the Rule changes are approved by the Association's Membership the Association will apply to the Financial Conduct Authority to register the changes. The changes do not take effect (become live) until registration is confirmed by the Financial Conduct Authority.

Assuming the Rule changes are approved, the new Rules will be published on the Association's website, and the Scottish Housing Regulator and the Office of the Scottish Charity Commissioner will be notified.