



MARYHILL HOUSING ASSOCIATION LIMITED

Minutes of the Annual General Meeting (AGM) and Special General Meeting (SGM)
held on Wednesday 16th September 2020 at 6.00pm
Virtual meeting held via Microsoft Teams (phone / online)

PRESENT:

Mr G Blair, Mrs S Blair, Ms J Couper, Ms J Crowe, Mr A Ferguson, Ms L Forrest, Ms A Hamilton, Mr T Holmes, Mr P Imrie, Ms J LakshmiNarayanan, Ms C Maccabe, Ms L Mackinnon, Mr W McNeilly, Mrs I McTaggart, Ms N Plakaris, Mr R Popplewell, Mr R Rickson, Mrs B Smith (by proxy), Mr J Smith, Mr R Turnock

QUORUM FOR MEETING:

Membership	128
Quorum	13
Members Attending	20

NON MEMBERS IN ATTENDANCE:

Andrew James (Azets), James McMorro (Harper Macleod)

STAFF IN ATTENDANCE:

Lesley Carnegie, Paul Griffin, Bryony Willett, Rebecca Wilson

ANNUAL GENERAL MEETING (AGM)

1. Welcome

- 1.1. The Chair Roger Popplewell (RP) welcomed everyone to the meeting, confirming that the agenda and papers had been sent out to all members in advance. RP thanked everyone for attending virtually, explaining that this was unfortunately required due to COVID-19 restrictions meaning in-person meetings could not currently take place.

2. Approval of the Minutes of the Last AGM – 25th September 2019

- 2.1. RP advised that copies of the minutes from the last AGM held on 25th September 2019 had been included in the packs sent to members.
- 2.2. Approval of the minutes from the 2019 AGM was proposed by Mrs I McTaggart and seconded by Ms N Plakaris.

3. Chair's Report on Activities During 2019/20

- 3.1. RP reminded members of the Association's vision - Great homes in strong and thriving communities, also explaining that there were values and objectives in place to support it. This is what the Association had been working towards during the year.
- 3.2. RP then spoke about the impact of COVID-19, which meant that over recent months the offices had been closed and some services had been restricted. During the full lockdown visits to customers' homes could not be carried out and this meant stopping all routine non-emergency repairs. These had now started back up and the Association was working through the backlog of repairs for customers.
- 3.3. RP noted that there had been some financial impact from COVID-19, including an increase in rent arrears, but that equally there had been various reductions in costs as some services were reduced. Overall the financial impact had been marginal. This would be closely monitored over the coming months.
- 3.4. Unfortunately the Association's new build programme had been delayed as contractors could not get on site during lockdown. It was hoped that this would be proceeding shortly.
- 3.5. RP noted that there had been issues with a previous repairs contractor during the year, and that a new interim contractor had now taken over for the remainder of the contract – until the end of March 2021.
- 3.6. RP then went on to talk about the activities undertaken by the Board during the year. The Board had continued to meet virtually throughout lockdown, ensuring the good governance of the Association was maintained.
- 3.7. An investigation into a potential breach of the Board Member Code of Conduct by a Board Member had been carried out in June 2020. Subsequently the Board had commissioned an independent review of the internal process followed when handling this breach. The outcome of this review was considered by the Board in August and an action plan put in place to take forward learning points.
- 3.8. Between the 26th of June and 6th of July 2020 three Board Members resigned from the Board, bringing the total Board Membership below the threshold of seven members specified in the Rules. The Board had already started recruitment of possible new Members earlier in the year, and quickly appointed two new Board Members to fill casual vacancies on 28th July, bringing the total membership to eight. RP advised that Board recruitment would continue with a particular focus on getting more tenants involved.
- 3.9. RP then spoke about the achievements of the Association throughout the year. These were in relation to its three long term objectives:

Improving customer experience and increasing customer satisfaction

- An important issue for customers was fuel poverty. Over £1.5m in grant funding had been secured to help meet the cost of replacing old and costly electric storage heaters with more efficient air source heat pumps in 330 homes.
- Customer feedback also suggested that the experience of contacting the Association needed to improve. During 2019 a new Customer Charter had been developed which sets out what standards customers can expect. This had not yet been fully rolled out due to COVID-restrictions but would be over the next year.

Addressing poverty and enabling customers to make their lives better

- The Association had received grants from the Scottish Government to provide customers with advice on welfare reform.
- The Association had also secured over £100k for tenants affected by COVID-19, to help with fuel costs, food costs, hot meals and digital devices to stay connected.
- An internet service was now being provided to over 300 customers in the flats at Glenavon.
- The Community Fund and Customer Kitty had both continued throughout 2019/20 giving £60k back into the community.

Providing better homes and developing neighbourhoods to feel proud of

- In 2019/20 the Association delivered an investment programme with projects such as kitchen and bathroom replacements, insulation to reduce fuel bills, window and door replacements, and boiler replacements.
- Three new build projects to build approximately 100 new homes would start on site in late autumn 2020.

3.10. This concluded the Chair's report.

4. Financial Report

4.1. Rebecca Wilson (RW) talked through the Financial Report for the year from 1st April 2019 to 31st March 2020. This meant that the impact of COVID-19 was not included as this had happened more recently. A full version of the Financial Statements was available on the Association's website with a summary provided in members' packs.

4.2. RW explained that there were two statements being presented. Firstly, 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. Secondly, the Statement of Financial Position showed a snapshot as at 31st March 2020 of the various assets and liabilities of the Association at that point. RW explained that assets are the things of value that the Association has, and 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.

- 4.3. RW advised that the Statement of Comprehensive Income showed turnover for the year was £13.5m and operating expenditure (general running costs) was £11.8m. This gave an operating surplus for the year of £1.6m.
- 4.4. The statement also showed the following items:
- Release of negative goodwill (which is simply an accounting adjustment relating to the transfer of properties from Glasgow Housing Association) of £297k.
 - Interest received from cash in the bank of £8.5k.
 - Interest the Association pays on loans of £881k.
 - Other financial charges of £48k.
 - Income from the sale of an empty shop of £1k.
- 4.5. This led to an overall surplus of £1,031,982 for the year.
- 4.6. The final adjustment shown on the statement was for long term pension debts. RW explained that this was an estimate of the long term impact of the liability of pensions, not cash that was now due. Last year this amount was negative, but this year it was a positive amount of £1,661,000.
- 4.7. The overall comprehensive income for the year ending 31st March 2020 was therefore £2,692,982.
- 4.8. RW then moved on to speak about the Statement of Financial Position. This showed the Association's assets – including items such as housing properties, offices, equipment, grant income, cash and investments - at just over £57m. Liabilities – such as creditors and pensions – totalled to £26.8m. This gave an overall positive net position of £30,198,575. This reflected an increase in net assets from last year.
- 4.9. RW then presented a summary of how each £1 of rent had been spent during the year. This was similar to the breakdown provided last year.
- 4.10. RW finished by presenting a table of all the charitable donations made during the year by the Association.
- 4.11. RW then introduced Andrew James from the Association's external auditors. The company had been called Scott Moncrieff but had very recently changed its name to Azets. This was the same company with just a change of name.
- 4.12. The Auditor talked the members through the audit report for 2019/20, confirming that the accounts gave a true and fair reflection of the Association and that the Association remained a going concern.
- 4.13. 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.

4.14. RW thanked Mr James for his report. Approval of the Annual Accounts for 2019/20 was then proposed by Mr P Imrie and seconded by Mr R Turnock.

5. Appointment of Auditors

5.1. RP proposed that the members appoint Azets as the Association's auditors for the forthcoming year (2020/21).

5.2. The appointment of Azets was proposed by Ms N Plakaris and seconded by Mr T Holmes.

6. Appointment of Board Members

6.1. Bryony Willett (BW) explained that two existing Board Members were seeking re-election:

- Roger Popplewell
- Paul Imrie (*this had been incorrectly listed as Tim Holmes in the pack sent to members*)

6.2. There were also two Board Members who had filled casual vacancies during the year who were now seeking election:

- Raphael Rickson
- Lindsay Forrest

6.3. Finally there were three new Board Members seeking election for the first time:

- Janaki LakshmiNarayanan
- Jenny Crowe
- Caitlyn Maccabe

6.4. BW explained that as the number of Board Members standing for election was less than the number of current vacancies, the Rules stated that the elections would be approved without the need for a vote.

6.5. BW noted that the Association was still seeking to recruit more tenant Board Members and encouraged members to contact the Association if they were interested.

7. Questions from the Membership

7.1. RP explained that as the virtual AGM meant no live participation was possible, members had been asked to submit any questions in advance.

7.2. RP, BW and RW then answered each of the submitted questions. Full details of all questions and the answers given are as follows:

Coronavirus impact – rent payment and arrears

- Q1) Given that many people may have lost or reduced income due to the impact of the pandemic how is this impacting on the housing association? (Anne MacDougall)

The main negative impact on the Association has been an increase in rent arrears. Since the start of the Lockdown period rent arrears (the unpaid rent we are owed by tenants) has increased by over £100k, or from 4% of the total rent due to 5.2% of the total rent due. The Board will be considering an amended budget for the financial year April 2020 to March 2021 in light of the covid pandemic at its September meeting. It is proposed to increase bad debt provision for the year (the amount of money we set aside each year to account for debt that will need to be written off) from £186k to £390k. However, in other areas the Association will spend less in 2020/21 than it originally planned to. The overall impact of the covid-19 pandemic on the Association in financial terms during this year is actually positive (because the reduction in income is more than offset by reductions in spending). However, the need to spend this money is still there, for example on improving tenants' homes. Therefore this will be moved into later years of our financial plans.

- Q2) How may the housing association plan to deal with possible reductions in income from rent and from funding bodies given that generally money could be tight over the next few years? (Anne MacDougall)

The Association is committed to working with tenants to ensure rent arrears do not continue to increase. Rent arrears stabilised in August and a number of other Associations have now seen a reduction in rent arrears following an initial spike. The Association will continue to look for ways to save money without affecting frontline services to customers.

The Association has not experienced any reductions in external funding at the moment, although we do expect it to become more difficult to access grant to build new homes in the future.

The Association has been impacted by a lack of funding in the local authority in areas such as refuse collection, parks maintenance and social services. This has put pressure on the Association's services.

- Q3) In a recent article, David Bookbinder, Director of Glasgow and West of Scotland Forum of Housing Associations (GWSF) claimed a significant amount of social housing tenants were deliberately choosing to not pay their rent - is this happening at Maryhill Housing? (Tenant Service Improvement Group (TSIG))

We cannot distinguish between which of our tenants are 'choosing' not to pay their rent and which are unable to pay their rent. Tenants may be unable to pay their rent for a variety of reasons.

Q4) Roughly how many tenants in general are defaulting in their rent payments since the Covid lockdown and how does this compare to last year? (TSIG)

At the end of July 2020 we had 944 tenants in arrears. We do not have a direct comparison with last year but the figure is higher. The number of tenants moving on to universal credit has also increased significantly from 358 at the end of February to 646 at the end of August. Tenants in receipt of universal credit are much more likely to be in rent arrears than other tenants and when they are in arrears their arrears are more likely to be higher.

Rent payments can be complex, for example customers may owe the Association significant sums in unpaid rent but are now maintaining an arrangement to repay this debt over time, whilst other tenants may be making some payments towards their rent but not paying the full amount. The picture is further complicated by timing issues between when rent is due and benefits are paid directly to the Association. For this reason the Association focuses on money owed rather than numbers of tenants in rent arrears.

Q5) What mechanisms are in place to combat this? (TSIG)

Our approach to collecting rent is set out in our Rent Arrears Policy which is publicly available on our website, paper copies can also be provided on request. The Association recognises that many of its tenants are very often reliant on benefits for their income or are in low paid work and it is important to recognise that there are many reasons why arrears of rent occur. The Association adopts a firm but fair approach to rent arrears recovery, which is sensitive to the circumstances of individuals.

The Association aims to work with tenants who are not making their full rent payment and will offer support ranging from applying for benefits, appealing changes to benefits, supporting tenants to take debt and budgeting advice, supporting tenants to apply for grants to cover other household costs, such as food and fuel. We will always try to enter into arrangements with tenants to repay their rent arrears at an affordable level over time.

If tenants continue not to pay their rent the Association will take formal legal action against tenancies. In the year April 2019 to March 2020 the Association evicted nine tenants due to non-payment of rent.

Changes in the law as a result of covid have introduced longer notice periods to take legal action against tenants who do not pay their rent (these were increased from one month to six months). This has made the process much slower which means that tenants can accumulate more debt. However, we are actively serving legal notices for non-payment of rent and are referring cases to court. Timeframes for cases to be heard in court are also longer than normal.

The Association is making a temporary change to the way it provides housing management services from next week which will mean the establishment of a team of housing officers specifically to focus on rent collection and reducing

rent arrears. We are aiming to minimise disruption to customers whilst we make this change.

Q6) Is any money being set aside to help tenants? (TSIG)

The Association secured over £100k in grant funding to support tenants affected by the covid pandemic. As of August this fund had been used to support over four hundred tenants. The support has ranged from hot meal deliveries to food vouchers to assistance with fuel payments. In addition to this the Association set up a £5k fund from its own resources to support customers who had exhausted other forms of support.

Q7) If Maryhill Housing has to write this debt off, will this result in rent increases for all tenants i.e. this debt being passed on to all tenants in the form of rent increases? (TSIG)

There is no direct link between increased rent arrears and rent increases. Every year the Board proposes a rent increase that balances affordability for tenants with viability for the Association. The Board has a responsibility to ensure rents are genuinely affordable for tenants and prospective tenants and provide value for money, but also that the Association has sufficient money to invest in and manage and maintain its housing.

Anti-social behaviour

Q8) How successful has the new anti-social behaviour strategy been e.g. the number of complaints and successful outcomes? (TSIG)

The Anti-social behaviour strategy was approved by the Association's Board in September 2019 and rolled out over winter 2019 into 2020. Delivery of the strategy is ongoing. During the year April 2019 to March 2020 we received 701 reports of anti-social behaviour, or an average of 58 each month. Since Lockdown we have received an average of 75 reports of anti-social behaviour each month. It is difficult to fully assess the impact of the anti-social behaviour strategy because the impact of the covid pandemic has been so significant. We are continuing to work to improve our approach to anti-social behaviour and use all of the tools, including legal action, that we have available. The change in the law around notice periods for legal action referred to in the question about rent arrears also applies to cases of anti-social behaviour – with notice periods increased from one month to three months. This can mean it takes longer to address serious issues of anti-social behaviour. The Scottish Government has now agreed to reduce this notice period back down to one month.

Q9) How are Maryhill Housing staff addressing anti-social behaviour during Covid without housing officers being on the "ground"? (TSIG)

During the Lockdown period the Association has found it more challenging to effectively manage anti-social behaviour. This is demonstrated in satisfaction with the way we have managed anti-social behaviour cases which has reduced from 78% in the financial year 2019 to 2020 to 62% since Lockdown. Complaints received about anti-social behaviour since lockdown have focused on the fact that housing officers were unable to visit those reporting or perpetrating ASB. Housing officers are now able to get out and about on the ground again which we hope will help to address this issue, although we are still doing as much as we can over the phone. We are still taking formal legal action against tenancies where we can to tackle anti-social behaviour, and have been doing so throughout the Lockdown period. We would encourage all customers experiencing anti-social behaviour to contact the Association and report any anti-social behaviour to the police. If any customers are dissatisfied about the way we have managed anti-social behaviour we would encourage them to make a complaint so that we can resolve and learn from the issue.

Repairs

Q10) Isn't it about time repairs should be fixed first time and not after 30+ visits? This is rent monies wasted. Shareholders should know about this. Maybe on a month to month or even every 6 months, letter on how many times repairs have took more than fixed first time. It is great that you are building new homes but you need to take care of the homes you have now before you build new. (Sandra Blair)

Information about what proportion of repairs are fixed right first time shared with all tenants annually in our annual report video or written report. It is also publicly available on the Association's website as it is reported to the Board every three months and Board papers are published on our website. If anyone without access to the internet required this information they could request it by calling or writing to the Association (or in normal circumstances calling into the office). From December 2020 onwards we will also publish performance information in each newsletter. In the year April 2019 to March 2020 91% of repairs were completed at the first visit. We entered into a new repairs contract in July 2020 and since then number of complaints about repairs not being fully resolved have reduced. If any customers have experienced ongoing repair issues or repairs that have taken a number of attempts to resolve we would encourage you to make a complaint to the Association so that we can properly resolve your issue and learn from it for the future.

Glenavon Render

Q11) Is there a timescale for the repair or replacement of the render at the Glenavon flats? (Ann Hamilton)

The Association is committed to resolving the issue of the failing render at Glenavon as soon as possible. The purpose of the monthly abseiling

inspection is to identify any loose render and ensure that it is removed and does not cause injury or damage. Unfortunately we do not have a timeframe for repair or replacement of the render on the Glenavon flats. Maryhill Housing is taking legal action against the contractor but this has been further delayed because of a backlog in the legal process caused by the covid-19 pandemic and restrictions on court hearings. The Association has commissioned a study to identify the best replacement option, in readiness for when the legal action is resolved. We appreciate that this is very frustrating situation and are working with our lawyers to bring this matter to a close as soon as possible.

Development

Q12) Where are new flats being built? (Rose McGowan)

We are building new homes in three locations: Botany Corner (on the corner of Cowal Road and Maryhill road) where we are building sixty new homes; Smeaton Street where we are building 16 new homes, a mixture of flats, maisonettes and houses; Rothes Drive where we are building 22 three and four bedroom homes. We are working with Glasgow City Council to bring forward further sites for development of new housing.

The Board and Governance

Q13) Who decides on what new board members join the board? (Sandra Blair)

The Membership of the Association decides on the appointment of Board Members annually at the AGM. Only Members of the Association can become Board Members in this way and they must be nominated by another Member. The Board is comprised of up to twelve Board Members elected in this way, plus up to three Board Members who can be 'co-opted' onto the Board. This means that they can be asked to join the Board by the existing Board Members rather than being elected by the Membership. There are currently no co-opted Board Members on the Board.

Q14) Can you explain why after 4 board members say no after interviews the Chief Executive then asks for board members to interview one again? (Sandra Blair)

All decisions around recruitment of new Board Members were made by Board Members, not by the Chief Executive. Concerns were raised about the original Board recruitment process and for this reason the Board took the decision to re-interview one of the candidates again. This was based on independent external legal and governance advice.

Q15) Why didn't the others that had a no vote get re-interviewed? (Sandra Blair)

The concerns that were raised about the Board recruitment process only related to one candidate and therefore the Board decided that it was appropriate to re-interview one candidate.

Q16) Who makes sure the board stays in charge? At the moment the CEO seems to be. (Sandra Blair)

The role of the Board and Senior Officers are clearly set out in key documents such as the Scheme of Delegation and the Standing Orders of the Association. Both of these documents are publicly available on the Association's website and paper copies can be provided on request. The role of the Chief Executive is set out in the Chief Executive's job description, and role profiles are in place for the role of the Chair, Vice Chair and Board Members. The Board are responsible for managing the performance of the Chief Executive and a sub-committee comprised of the Chair of the Board, the Vice Chair of the Board and the Chair of the Staffing Panel carry out an appraisal of the Chief Executive which includes an assessment of performance from the previous year and setting appraisal objectives for the coming year. The outcome of this appraisal is reported to the Association's Board.

Q17) I resigned after interviewing for over 5 hours to then get an email for one lady to be re-interviewed because she got 4 no votes. I felt I wasted my time. How can you make sure other board members time won't be wasted? I was on the board 8yrs and last 6 months I felt was wasted in parts. (Sandra Blair)

Every year Board Members have the opportunity to meet privately with the Chair of the Board to reflect on their role on the Board. They are invited to talk about their experience on the board and to provide feedback about Board papers, and discussion at Board meetings. Openness is encouraged in this review process which aims to ensure Board Members feel they are making a valuable contribution and are listened to.

The Board also takes the opportunity to reflect on its effectiveness at the end of each meeting. This feedback then feeds into an annual Governance Effectiveness Plan which is approved by the Board and sets out actions to improve the effectiveness of governance processes more widely. The Governance Effectiveness Plan for the year April 2020 to March 2021 is available on the Association's website and paper copies can be provide on request. This year the Board also commissioned an independent review to consider reasons for Board Member resignations to ensure the Association is learning from these and makes improvements for the future.

Q18) Do board members know what they decide can be overturned? (Sandra Blair)

Decisions made by the Association's Board can only be changed by the Association's Board. This is set out in the Standing Orders and Scheme of Delegation. All Board Members receive copies of these documents.

Q19) Maryhill Housing need to look for a new board member who lives in Ruchill as there needs to be someone who will fight for the Ruchill tenants Ruchill is part of Maryhill Housing. This shouldn't be forgotten. (Sandra Blair)

The Association is seeking to recruit additional tenant Board Members from across the Association's area of operation. The role of Board Members is not to represent particular geographical areas; it is to act in the best interests of the Association and its tenants as a whole. This is a requirement of the Office of the Scottish Charity Regulator and the Scottish Housing Regulator. If Members are interested in representing a particular geographical area they would be encouraged to join a registered tenants association, of which we have eight operating across our area. Please contact the Association to find out more about these groups.

- 7.3. This concluded the agenda of the Annual General Meeting.

Special General Meeting (SGM)

1. Proposed Rule Change – Results of Postal Vote

- 1.1. RP explained that a Special General Meeting had been called as this was required to approve changes to the Association's Rules. A summary of the proposed changes had been included in members' packs, and the full version was available on the Association's website.
- 1.2. RP noted that postal voting had been required with votes submitted in advance. This was because a virtual meeting meant a live in-person vote was not possible. This approach also meant that all members could vote, whether they were able to join the virtual meeting or not.
- 1.3. RP advised that 83% of the votes cast were in favour of the new Rules. In line with the Rules, 75% was required. The new Rules were therefore approved.

2. Questions from the Membership

- 2.1. Members had again been asked to submit any questions in advance. A number of questions were received and James McMorrow from the Association's legal advisors Harper Macleod was due to answer these. Unfortunately due to technical difficulties Mr McMorrow could not join the meeting, however he had provided a written copy of his answers and these were read by BW verbatim. These were as follows:

Q1) TSIG members felt the wording 'where election to the Board would not be in the best interests of the Association' is too vague and open to interpretation. Please clarify what specific conditions and circumstances this would be applied to. (TSIG)

The SFHA, which was responsible for drafting of the Model Rules, has provided a commentary on the Model Rules.

The SFHA's commentary on this Rule provides as follows:

- This Rule allows the Board to reject a nomination for election to the Board on a similar basis to the provision allowing the Board to reject an application to become a shareholder; and
- The Scottish Housing Regulator has stressed that it is expected that this Rule is used in exceptional circumstances only.

The SFHA commentary gives an example of where the Board might choose to reject a nomination for election to the Board - the example given is that the Board decided to reject a nomination on the basis that election to the Board would not be in the best interests of the Association given the clear evidence of recent abusive and threatening behavior towards staff and taking account of the duty of care owed by the Association to its employees.

In our view, it is appropriate that the Rule is drafted widely, to give the Board a degree of discretion over when to reject a nomination for election to the Board. If the Rule was drafted too narrowly, then it may prevent the Board from rejecting a nomination in circumstances where it would be appropriate to do so.

Members can in our view take comfort from the fact that (a) the Board are required to act in the best interests of the Association and can only reject a nomination for election to the Board where it would be in the best interests of the Association to do so and (b) a nomination can only be rejected if 75% of all Board members vote in favour of rejection – this is a higher threshold than would normally apply to Board decision-making, which normally only requires a majority decision, and this reflects that the right to reject a nomination should not be exercised without careful consideration. In addition, the Scottish Housing Regulator's expectation is that this right will be only be exercised in exceptional circumstances.

If the right to reject nominations was exercised inappropriately or unfairly by the Board, then the Board would be in breach of its legal and regulatory obligations and there would be potential consequences for the Board, including regulatory action being taken by the Scottish Housing Regulator. On that basis, in my view, there is limited risk of the right to reject nominations being exercised inappropriately or unfairly and, if the right to reject nominations was exercised inappropriately or unfairly, then the Scottish Housing Regulator would have the power to investigate the matter and take appropriate action.

- Q2) Maryhill Housing is a tenant-led association. With the Rule change will it still be tenant led? I think no more than 4 independents should be allowed on the board. (Sandra Blair)

After the rule changes, the Association will be "customer led", in the sense that the Rules explicitly require that a majority of the Board of the Association must be "customers" of the Association.

In terms of Rule 37.1, "Customer Board Members" must comprise a majority of the Board at all times. "Customer Board Members" can either be tenants or other customers of the Association, including the owner of a house in respect of which the Association or any subsidiary of the Association provides a factoring service or the recipient of any other service from the Association or any subsidiary of the Association, including, without limitation, a floating support service.

Rule 37.1 also provides that, of the "Customer Board Members", no more than two can be non-tenants – this means that, of the "Customer Board Members", tenants can never be in the minority.

In addition, Rule 49 provides that, if at any time Customers of the Association cease to comprise a majority of Board Members, the Board can continue to act only for another six months. If at the end of that period the Board has not found new Customers of the Association to comprise a majority of Board Members, the only power it will have is to act to have Customers of the Association comprise a majority of Board Members.

The precise number of tenants on the Board from time to time will depend upon the total number of Board Members from time to time and, depending on the total number of Board Members at any given time, there may be scenarios in which there are more "non-customer" Board Members on the Board than tenants – however, there can never be more non-tenant customers on the Board than tenants – i.e. there can never be more owners or others receiving services from the Association than tenants.

In any case, it is important to note that, regardless of whether a Board Member is a tenant, an owner, a user of services or an "independent" or "non-customer", all Board Members are under specific obligations to act in the best interests of the Association and its tenants at all times. Accordingly, the best interests of tenants of the Association must at all times be served by the Board and the change to a "customer-led" Board does not change this position.

Q3) I would like councillors to stay on the board. Because one wasn't suitable doesn't mean the next won't be either. There has always been one on the board so this should stay. (Sandra Blair)

Whilst we will no longer have a role for a GCC representative on the Board, we do place a high level of importance in developing and maintaining excellent relationships with all of our local elected Members. In normal circumstances we meet regularly with Elected Members and when meetings are not possible we provide regular written briefings around our activities.

- 2.2. RP thanked everyone for attending the virtual AGM and SGM, explaining that in-person gatherings were not legally allowed at the current time so this was the only option possible. RP thanked everyone for their patience and expressed his hope that next year could be in person.
- 2.3. RP confirmed that all members who had attended the meeting or voted for the Rules change would be entered into a prize draw. Four prizes of £25 gift vouchers would be awarded.
The prize draw has now taken place and winners have been contacted. They are Mr A Ferguson, Ms A Hamilton , Mrs K Hartmann, and Mrs E Ward.
- 2.4. The minutes from both the AGM and SGM, including the prize draw winners, results of the vote, and all questions and answers, would be circulated to members in the next fortnight and published on the Association's website. The slides and other papers would also be available on the website.
- 2.5. There being no further business, RP then closed the meeting.
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Additional question received after the meeting:

- Q) Due to the COVID-19 virus are customers getting a rebate on their rent for 3 months of not having close cleaning services? (John Smith)

The Association's close cleaning service changed during lockdown to reduce the risk of infection for our customers. Instead of providing a weekly close cleaning service that includes mopping the floors, our contractors attended more frequently (every four or five days) and focused on sanitising touch points such as intercom systems and handrails. This also ensured we were compliant with the government guidance at the time, which confirmed that only essential services such as sanitising should be delivered during lockdown. The normal weekly service resumed in summer once restrictions had been lifted. Therefore we will not be refunding tenants as the service was changed rather than stopped during this time, and the amount paid to our contractor did not change.