

**Minute of a Special General Meeting
Held on Monday 20 June 2022 at 3.00pm
Courtyard Boardroom, 2 Westercommon Drive**

Attendance

Anne Ramsey (Board Vice Chair), Brian Gallagher, Cathie Corbett, Cecilia Scally, Colin Thomson, Jane Maguire, Linda Smith, Margaret Dalzell, Margaret Glass, Margaret Young, Marilyn Clewes, Robert Alston, Sadie Gordon (Board Vice Chair), Teresa McCaffery.

Proxy

Bronwyn Wyper, Georgina Munro, Helen Getty, Helen McLellan, Hugh McCann, Jean McPetrie, Joanne Wong, Matthew Millar, Michelle Lyttle, Patrick Ryan, William Ramsey.

Apologies

Georgina Blyth, Linda Burton, Kenneth McRae, Elizabeth Stockton, Graeme McNair, Eric Gibb, Elaine Woodhouse, Pat McLean, John Cryan, Samera Selman, Mary Primrose, Frank Dawson.

Staff / Other

Neil Manley (Director of Finance & Corporate Support), Fiona Smith (Executive Office Manager), Adele Drennan (Governance Officer), Andrew Burns (Independent Board Member & QCHA Board Chair), David Horner (Independent Board Member), Kelly Fraser (Senior Associate – Harper MacLeod Solicitors)

1. Welcome

Fiona Smith, Executive Office Manager, welcomed everyone to the Special General Meeting (SGM) and confirmed:

- The number of members in attendance (14)
- The number of members who had appointed a proxy (11) and that there was one proxy noted as invalid due to it being received after the deadline of 5pm on 15 June.
- The members who had submitted apologies (12)
- That, as the Chairperson was an Independent Board Member, he would not be entitled to cast a vote.
- That the meeting was quorate and that $\frac{3}{4}$ of the votes cast at the meeting must be in favour of the motion for it to be approved (minimum 19).

Fiona handed over to Andrew Burns, Chairperson.

Andrew welcomed everyone to the SGM to consider the motion to adopt the new Rules as set out in the notice of the meeting. Andrew confirmed that Sadie Gordon and Anne Ramsey had been given the authority by members to act as their appointed representatives. Anne and Sadie confirmed that they had received and checked all proxy votes and that all 12 would be placed in the ballot box as part of the decision making process.

Andrew handed over to Kelly Fraser, Senior Associate for Harper MacLeod Solicitors, and the Association's legal advisors.

Kelly advised that the purpose of the meeting was to present the new draft Rules for approval and explained that the key differences between the existing Rules and new proposed Rules were set out in the paperwork that had been issued to all of the members.

Members were asked to consider and, if thought fit, approve the following Special Resolution:
"That the regulations contained in the attached document be and are hereby approved and adopted as the Rules of the Association in substitution for and to the exclusion of the existing Rules of the Association, subject to any consequential and minor amendments necessary to meet the requirements of the Financial Conduct Authority."

Prior to being invited to cast their votes, members were given the opportunity to ask any questions regarding the proposed rule change. One member queried what business the current geographical boundary was preventing the Association from carry out and raised a concern regarding the potential reduction or loss of local people on the Board should membership be opened to those living outwith QCHA's current area of operation. The Director of Finance and Corporate Support responded that removal of the geographical boundary would ensure that the Association was ready for any opportunities to develop new homes and to work in partnership with others to deliver the best services for tenants. It was also confirmed that opening up membership would provide greater flexibility in being able to recruit and retain people who have the right skills, knowledge, and experience to lead the organisation. Recruitment of board members would continue to be those committed to the vision, values, and objectives of the Association and who would make decisions in the best interests of our tenants. Andrew Burns, Chairperson, explained that the Board sets aside time annually to review and consider its succession plan and identify recruitment priorities for the year ahead. The board had agreed this would include setting out the number of tenants or local people to be recruited. It was also noted that Membership Applications would continue to require Board approval and so it would remain within the Board's control to refuse membership to anyone who did not have the Association's best interest at heart or whose behaviours or intentions were likely to harm the reputation of the Association. The Executive Office Manager advised that for the last 10 years our Board has had an 8/4 split between "General Members" and "Independent Members", and, despite our best efforts, we have never been able to fill all 8 places that are currently reserved for Association Members. By removing the boundary and opening up membership, this would significantly reduce the risk of Board Membership falling to 7 or below, which would be a notifiable event to the Scottish Housing Regulator and ensure that we are able to recruit the best people to lead the organisation and take it forward.

Following the discussion, members were invited to cast their votes. Kelly then confirmed that all 25 votes cast had been counted and verified. Andrew Burns, Chairperson, reported that the outcome of the vote was as follows:

FOR **22**
AGAINST **3**

Kelly confirmed that, as more than $\frac{3}{4}$ of votes cast by members were in favour of the special resolution, she was able to declare that the special resolution to adopt the new Rules had been passed.

Kelly then handed over to Sadie Gordon, Vice Chair, to formally close the meeting.

2. Close

Sadie thanked all members who attended the SGM and those who chose to vote by proxy. She encouraged members who were interested in joining the Board to contact the Association's Governance Team.

Sadie declared the meeting closed at 3:35pm