

## **Minutes of the Thirty Fifth Annual General Meeting of Orkney Housing Association Limited held on Wednesday 16 September 2020 at 5.30pm, virtually via Zoom**

### **Present:**

**Members:** Wendy Baikie, Dave Dawson, Andrew Drever, Kath Fennell, Linda Forbes, Moira Irvine, Rognvald Johnson, Fiona Lettice, Stuart Mclvor, Dora Mackay, Edwin Mackay, Liz Melvin, David Murdoch, John Rodwell, John Stockan, Diana Swan, Jason Taylor, Bill Wallace and John White

**Staff:** Suzy Boardman, Amy Brough, Sandy Dennison, Fraser Devine, Glynis Farquhar, Angela Fitzpatrick, Anne Fletcher, Richard Flett, Mhairi Hughes, Robert Leslie, Emma McConnachie, Leanne Omand, Saffron Macivor, Paul Scott, Connie Shearer, Alan Sim, Craig Spence

**In Attendance:** Scott Gillon, Audit Partner, Wylie & Bisset

Mhairi Hughes, Secretary/Head of Corporate Governance, introduced herself and the Chair, Fiona Lettice, and welcomed everyone to the meeting. She explained how the meeting would run saying that as the Association's current Rules do not permit virtual AGMs, this on-line AGM had been made possible by the Corporate Insolvency & Governance Act 2020 which was specifically adapted to deal with this situation. This Act allows for virtual AGMs to take place up until 30 September 2020, even if not provided for in the constitution, offering a means for members to vote, if necessary, but not physically attend or participate further in the meeting.

Members had received in advance the Minutes of the AGM held on 18 September 2019, the 2019/20 Annual Report and Annual Accounts and we had requested that any comments or matters arising be submitted to the office by close of business on Tuesday 15 September 2020.

Fiona Lettice will Chair the meeting and Scott Gillon, Audit Partner from Wylie & Bisset will present highlights from this year's Annual Accounts.

When seeking proposals for the adoption of the Minutes, we requested a member to propose and another to second by using the chat function at the bottom of the screen, due to being unable to see everyone on screen at once.

If anyone had any comments or questions during or following the AGM, they were requested to contact the office afterwards.

All microphones, except the speakers, were muted for the duration of the meeting.

The meeting was recorded, and the recording will be kept until such time as the Minutes were done and we had the necessary evidence of attendance required by the Scottish Housing Regulator.

She then handed over to the Chair.

## **1. APOLOGIES FOR ABSENCE**

18 apologies had been received from Members and these were read out by the Secretary.

### **Members:**

Mabel Besant, J M Bethany, Jean Booth, Hugh Cameron, Frederick M Corsie, Francesca Couperwhite, Jim Elrick, Maureen Grant, Elaine Grieve, George Hannah, Sheila Hudson, Peter Johnston, Linda Lennie, Stephen Manson, Leo Martini-Brown, Maureen McCreath, Francis F McGinn and Doris Stout.

### **Proxies had been received from:**

Hugh Cameron, Fredrick M Corsie and Francis F McGinn.

## **2. APPROVAL OF THE MINUTES OF THE 34<sup>th</sup> ANNUAL GENERAL MEETING HELD ON 18 SEPTEMBER 2019**

No comments or matters arising had been brought to our attention, so the Minutes were assumed to be accurate and therefore taken as read. Kath Fennell proposed that the Minutes be adopted and this was seconded by Liz Melvin. The Chair later signed the Minutes.

## **3. MATTERS ARISING**

There were no matters arising from the Minutes.

## **4. ANNUAL REPORT FOR THE YEAR ENDED 31 MARCH 2020**

The Chair introduced the 2019/20 Annual Report and presented a slideshow highlighting areas that had been significant for the Association over the year:

- A year of change, with one committee member standing down but three joining. A new Chair, with thanks given to John Rodwell, previous Chair.
- Strategy – we continue to work to our 3-year Business Plan which began in April 2019.
- Performance – The first year of the Business Plan saw high performance out-turns with excellent results from the tenant satisfaction survey; overall improvements to our Key Performance Indicators; increased response to customer needs and providing warm and comfortable homes.
- Governance – Management Committee meetings are held regularly with an accessible and clear summary published after each meeting. We submitted our first Annual Assurance Statement to the Scottish Housing Regulator, following a process of examining evidence to demonstrate we are meeting Regulatory Requirements and Standards.
- Changes in staff teams with one retirement and one new member.
- OHAL being recognised as Scotland's Housing Association of the Year.

The Chair thanked Committee Members and OHAL staff for their support during her first year as Chair.

## **5. RECEIPT OF THE REPORT & FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

The Annual Accounts had been issued to members in advance of the meeting. The Chair reported that 2 queries had been received; one regarding the reduction in the number of shareholders and the other querying the signing of the Audit Report – both of which were responded to in full.

The Chair then handed over to Scott Gillon, Wylie & Bisset, who presented the highlights of the accounts and explained the audit process.

Two audit opinions are required to be signed off in the year - one regarding the true and fair view of the numbers within the Financial Statements; and the other a governance opinion regarding the Statement Of Internal Financial Controls. He was pleased to say that both have been issued with clean, unmodified opinions for the year.

He went through various figures within the accounts and concluded that the Statement of Financial Position showed that OHAL was in a good financial position at the year end.

Regarding their audit work, he explained that they looked at areas of highest risk: rental arrears and voids / loan covenant compliance / revenue recognition / fraud and error / concerns regarding COVID-19. He was pleased to report that no areas of concern were found.

It was noted that this year's audit work was undertaken remotely, with all information required being passed electronically through a secure, encrypted portal, and received in a timeous manner.

The Chair said it was very reassuring to have a clean audit report and a strong set of accounts and thanked Scott Gillon for his presentation.

## **6. APPOINTMENT OF AUDITOR FOR 2020/21**

The Chair advised that the Rules state the Auditor is automatically re-appointed unless notice is given of a resolution not to do so. No such notice has been given so Wylie & Bisset are automatically re-appointed as Auditors for the current year.

## **7. ELECTION OF COMMITTEE OF MANAGEMENT**

The Secretary said that the Management Committee undertake a lot of great work, voluntarily, on behalf of the Association and its members. She took the opportunity to thank them for their contribution and the support they provided over the last year.

She went on to explain that the Rules require that Management Committee consist of between 7 and 15 members of which one third must retire each AGM. There are currently 11 full members which means 4 are required to stand down at this AGM. Philip Cook, Bill Wallace and Wendy Baikie are standing down and have indicated their willingness to be re-elected. Elaine Grieve is retiring from Committee after 5

years' service and was thanked her for her contribution during this time with best wishes given for her future ventures.

No further nominations had been received and as this resulted in 10 Members, no voting was required. Therefore, the Management Committee will comprise: Wendy Baikie, Philip Cook, Dave Dawson, Linda Forbes, Fiona Lettice, John Rodwell, Jason Taylor, Bill Wallace, John White and Roella Wilson.

The Chair thanked everyone for attending and concluded the AGM at 6.00pm.

Signed: .....

Date: .....

Chair