

# ROCHDALE BOROUGHWIDE HOUSING

## ANNUAL MEMBERS MEETING

### MINUTES OF THE MEETING 16 SEPTEMBER 2020



**PRESENT (contributions to formal agenda):** G Swarbrick (Chief Executive), N Hallard (Director of Resources and Deputy Chief Executive), A Tumilty (Chair of the Board), L Brosnan (Representative Body Chair), S Wigley (Secretary)

**APOLOGIES:** Apologies from Members have been recorded.

The Chair convened the meeting at 17.00

REF	ITEM/DISCUSSION	ACTION
Sep-0	<p>S Wigley, Secretary confirmed that the meeting was quorate and apologies had been recorded.</p> <p>S Wigley advised that questions which had been submitted in advance of the meeting had been sent to relevant teams and individual responses would be provided.</p> <p>S Wigley advised that online votes had been recorded and would be combined with the meeting votes which would be taken as a Poll for each resolution. He advised attendees to not vote if they had already voted on-line and Non-Members who were in attendance were also not entitled to vote.</p>	
Sep-1	<b>WELCOME AND INTRODUCTIONS</b>	
Sep-1.1	<p>A Tumilty, Board Chair, welcomed everyone to the meeting and advised that due to safe distancing measures for Covid-19, this Members meeting was being held remotely as many other Housing Associations and Mutual Societies were having to do.</p>	
Sep-1.2	<p>A Tumilty advised that if tenants wished to raise any questions relating to College Bank given the recent media attention, a further on-line session was being arranged where specific questions could be raised.</p>	
Sep-1.3	<p>A Tumilty advised that the S Wigley as the Secretary would take Members through the resolutions.</p>	
Sep-1.3	<p>S Wigley advised that Resolutions 1 to 5 are related to provisions due to Covid-19 and are not setting the precedent for the future. He added that these were either one off or short term measures to ensure we are abiding by our Rules in the management of the business.</p>	
Sep-2	<b>RESOLUTION 1 - TO EXTEND UNTIL 2021 THE TERMS OF REPRESENTATIVES WHO ARE DUE TO RETIRE IN 2020</b>	
Sep-2.2	<p>S Wigley stated that ideally we would have had an election process but due to Covid-19 this has not been possible and this was a time sensitive and short term measure only. He advised that this resolution would</p>	

ensure that the Representative Body is able to continue to function and to provide some stability on the Representative Body. He added that an Election process would be run in 2021 and that this had been discussed and agreed with the Board and Representative Body as well as the retiring Representatives.

Sep-2.3

S Worsley queried how many Representative this resolution affected. S Wigley confirmed that there were three Representatives affected who were due to retire in 2020.

**Resolution:** The Secretary confirmed that the following resolution was carried with the following votes: For 50, Against 1 and Abstentions 2

**Insert the following new Rule 10.12**

*“10.12 Covid-19 provisions for 2020 – Representative Body”*

**Insert the following new Rule 10.12.1**

*“10.12.1 The terms of office of any Tenant Representatives and Employee Representatives which are due to conclude at the end of the Annual Members Meeting in 2020 shall be extended for a further year and shall conclude instead at the end of the Annual Members Meeting in 2021. To give effect to this, any such Tenant Representatives and Employee Representatives shall be re-instated to office upon the registration of this rule amendment and treated for all purposes as if there had been no interruption in their term of office.”*

**Insert the following new Rule 10.12.2**

*“10.12.2 For the purposes of these rules, and in particular eligibility to stand for re-election, any four-year term of office thereby served by these particular Representatives shall be treated as a three-year term.”*

Sep-3

**RESOLUTION 2 - TO ENABLE THE REPRESENTATIVE BODY TO CO-OPT UP TO THREE REPRESENTATIVES TO FILL ANY VACANCIES THAT MAY ARISE BEFORE THE ANNUAL MEMBERS MEETINGS IN 2021**

Sep-3.1

S Wigley advised that this was a short term measure to provide stability on the Representative Body and to ensure a balance between Tenant and Employee Representatives. He added that this had been discussed and agreed with the Board however was being driven by the Representative Body Members.

Sep-3.2

There were no questions or further debate.

**Resolution:** The Secretary confirmed that the following resolution was carried with the following votes: For 50, Against 2 and Abstentions 1

**Insert the following new Rule 10.12.3**

*“10.12.3 For the purposes of the period up to the Annual Members Meeting in 2021 and to maintain an appropriate balance between Tenant Representatives and Employee Representatives, the Representative Body shall have the power to co-opt up to three Members to the Representative Body as full voting Representatives, for a term of office concluding at the end of the Annual Members Meeting in 2021. Any such term of office shall be ignored for the purposes of future eligibility to stand for election or re-election”*

**Sep-4 RESOLUTION 3 - TO EXTEND UNTIL 2021 THE TERMS OF NON-EXECUTIVE DIRECTORS (BOARD MEMBERS) WHO ARE DUE TO RETIRE IN 2020**

Sep-4.1 S Wigley stated the re-appointment process had commenced however that but due to Covid-19, it had not been possible to continue the process. He advised that this was a one off measure to provide stability on the Board. He added that a re-appointment process would be run in 2021 and confirmed that this had been agreed with the Board and Representative Body and those Non-Executive Directors affected are willing to serve for a further term.

Sep-4.2 S Worsley referred to 10.13.2 regarding the four year term of office which would be deemed as a three year term and whether this also applied to the Representative Body retirements. S Wigley advised that the Rules state a maximum terms of office as 6 years which is made up of two, three year terms and this resolution was to ensure clarity within the Rules. He confirmed that this was also included within Resolution 1 for the Representative retirements.

**Resolution:** The Secretary confirmed that the following resolution was carried with the following votes: For 50, Against 2 and Abstentions 1

**Insert the following new Rule 10.13**

*“10.13 Covid-19 provisions for 2020 - Board of Directors”*

**Insert the following new Rule 10.13.1**

*“10.13.1 The terms of office of any Non-executive Directors which were due to conclude at the end of the Annual Members Meeting in 2020 shall be extended for a further year and shall conclude instead at the end of the Annual Members Meeting in 2021. To give effect to this, any such Non-Executive Director shall be re-instated to office upon the registration of this Rule amendment and treated for all purposes as if there had been no interruption in their term of office”*

**Insert the following new Rule 10.13.2**

*“10.13.2 For the purposes of these Rules, any four-year term of office thereby served by these particular Non-Executive Directors shall be treated as a three-year term”*

**Sep-5 RESOLUTION 4 - TO PROVIDE THE RIGHT OF REPRESENTATIVE BODY MEMBERS TO ATTEND MEETINGS REMOTELY**

Sep-5.1 S Wigley advised that this resolution sought to ensure that our Rules allow the Representative Body to continue to meet virtually to carry out its role and responsibilities in line with the Governments safe distancing guidelines. He added that this resolution validates this approach as this was currently not explicit within the current Rules.

Sep-5.2 S Worsley questioned whether this would affect voting rights. S Wigley confirmed that votes would still be valid if Members attended meetings remotely.

Sep-5.3 D Semanywa queried how long Representative Body meetings would continue to be held remotely. S Wigley confirmed that the Representative Body were keen to hold physical meetings as soon as they were able. He added however that this had proven beneficial for some members and this approach would be factored into future meetings at the discretion of the Representative Body.

**Resolution:** The Secretary confirmed that the following resolution was carried with the following votes: For 53, Against 0 and Abstentions 0

**Amendment to Rule 5.11.8**

Delete *“The Representative Body may agree that Representatives can participate in its meetings by telephone, video or computer link. Participation in a meeting in this way shall be treated for the purposes of these rules as attending in person”*

and substitute

*“Meetings of the Representative Body or a committee can take place in any manner and through any medium which permits those attending to hear and comment on the proceedings. Any person who attends in this manner will be deemed to be present at the meeting and whether or not all are assembled in one place”*

Sep-6 **RESOLUTION 5 - TO PROVIDE THE RIGHT OF RBH MEMBERS TO ATTEND MEETINGS REMOTELY**

Sep-6.1 S Wigley stated that in order for this AMM to take place, this had required an emergency Act of Parliament which was only applicable for a short period of time. He advised that this resolution was therefore to ensure that our Rules allow RBH Members to meet virtually should the need arise again in the future and enables greater flexibility for Members who are unable or prefer not to attend physical meetings.

Sep-6.2 There were no questions or further debate.

**Resolution:** The Secretary confirmed that the following resolution was carried with the following votes: For 53, Against 0 and Abstentions 0

**Insert the following new Rule 4.1.2**

*“Members Meetings can take place in any manner and through any medium which permits those attending to hear and comment on the proceedings. Any person who attends in this manner will be deemed to be present at the meeting and whether or not all are assembled in one place”*

Sep-7 **RESOLUTION 6 - TO APPROVE THE MINUTES OF THE 2019 ANNUAL MEMBERS MEETING AS A TRUE AND ACCURATE RECORD.**

Sep-7.1 S Wigley advised that the minutes from the 2019 Annual Members Meeting had been available to view on line.

Sep-7.2 There were no questions or further debate.

**Resolution:** The Secretary confirmed that the Minutes of the 2019 Annual Members meeting were approved as a true and accurate record with the

following votes: For 42, Against 0, Abstentions 6 and not in attendance 4.

**Sep-8 RESOLUTION 7 - TO RECEIVE FROM THE BOARD OF DIRECTORS, THE ANNUAL REPORT AND ACCOUNTS**

Sep-8.1 S Wigley introduced Nickie Hallard, Director of Resources and Deputy Chief Executive who provided a short presentation.

Sep-8.2 N Hallard thanked those members for attending the information session which had been held prior to the formal Annual Members Meeting. She advised that this had provided Members the opportunity to review the accounts in a little more detail.

Sep-8.3 N Hallard advised that that the Annual Report and Accounts had been available to view on the RBH website and highlighted a few key areas. She confirmed that RBH external auditors, BDO, had confirmed that the accounts were a fair and accurate view and had been properly prepared.

Sep-8.4 There were no questions or further debate.

**Resolution:** The Secretary confirmed that the Members had received from the Board of Directors, the Annual Report and Accounts with the following votes: For 53, Against 0 and Abstentions 0.

**Sep-9 RESOLUTION 8 - TO RECEIVE FROM THE REPRESENTATIVE BODY A REPORT OF ITS ACTIVITIES FOR THE LAST YEAR AND THE MEMBERSHIP STRATEGY**

Sep-9.1 S Wigley introduced Lynne Brosnan, Chair of Representative Body to present this item.

Sep-9.2 L Brosnan stated that the Annual Report to Members is an overview of the work that Representatives have completed on Members behalf over the past 12 months. She advised that the Representative Body will continue to work on behalf of Members to give them a strong and direct voice on how RBH services are delivered. She added that now, more than ever, the Representative Body can see the benefits of working together in a mutual manner.

Sep-9.3 L Brosnan thanked Iain Lindley, Communications Manager for working with the Representative Body on the annual report content and Leah Jackson, Graphic Designer for her creative design of the report as well as Elaine Johnson, Head of People, Culture and Communications.

Sep-9.4 There were no questions or further debate.

**Resolution:** The Secretary confirmed that the Members had received from the Representative Body a report on its activities for the last year and the Membership Strategy with the following votes: For 50, Against 0 and Abstentions 3.

S Wigley advised that this ended the formal part of the Annual Members Meeting and introduced G Swarbrick, RBH Chief Executive to provide a closing summary.

**Sep-10 CLOSING SUMMARY**

Sep-10.1 G Swarbrick thanked everyone for attending and participating at the meeting and in particular wished to thank the Tenant and Employee Members. He stated that Members had made some very important and critical decisions to ensure that decision making processes and RBH decision making bodies could continue to work effectively over the next 12 months.

Sep-10.2 G Swarbrick stated that the next few months were difficult to predict however the resolutions would enable RBH to respond as effectively and efficiently as we can.

Sep-10.3 G Swarbrick thanked everyone who had been involved in arranging the Annual Member Meeting and in particular the Governance Team and S Wigley as the Secretary for ensuring that the meeting ran as smoothly as possible, resolutions were fully explained and votes were cast appropriately and professionally.

Sep-10.4 G Swarbrick thanked the Representative Body Members and Board Members for their support and attendance at the meeting as well as over the past 12 months during a difficult and unprecedented time where they have pulled together to respond to the challenges.

Sep-10.5 G Swarbrick advised that there had been a collective effort over the last 6 months which highlights the strength of the mutual model between tenants and employees and he looked forward to continuing to working together in the future.

Sep-10.6 A Tumilty wished to reiterate the thanks outlined by G Swarbrick and stated that it was testament to RBH and as a Mutual, the way that we have all worked together during a very difficult time over the past 6 months.

Sep-10.7 A Tumilty thanked everyone for their attendance and closed the Meeting closed at 17:54

*Attendees were asked to complete a feedback poll and the results were as follows:*

*How would you describe the meeting? Really Good 11, Good 19, Ok 4 and Not what I expected 2*

*Did you like that the meeting was held online? Yes 28, No 0, Prefer face to face 8*

**Signed..... (Chair of the Board)**

**As a true and correct record of the Annual Members meeting held on 16 September 2020**