

DRAFT

MINUTE OF THE MILNBANK HOUSING ASSOCIATION SPECIAL GENERAL MEETING HELD ON THURSDAY, 21 SEPTEMBER 2023 IN WOOD STREET HALL, 15 WOOD STREET, GLASGOW AT 7PM

PRESENT ON THE PLATFORM:

Mr A Scott (Chair), Mr P Martin (Chief Executive Officer), Ms M Davis (BTO Solicitors) and Mr J McBride (Auditor, Azets)

1. WELCOME AND INTRODUCTION

The Chair welcomed everyone to the meeting, thanking them for their attendance and introduced those present on the platform. He confirmed that the purpose of the Special General Meeting (SGM) is to seek the membership's approval for the Association to partially amend its Rules.

MHA's Rules were last updated in 2021. However, the Management Committee now wishes to seek Members' approval to further update those Rules. The proposed changes were circulated to all Members, ahead of the meeting, and they are intended to clarify some of the current Rules and to introduce some new provisions. The Committee considered the changes in detail at their meeting on 30 May 2023, and they were subsequently approved on 13 June 2023.

Before handing over to the Chief Executive Officer (CEO), the Chair sought the support of the Members, at the SGM, to approve this partial amendment of the Rules for Milnbank Housing Association.

2. APOLOGIES FOR ABSENCE

It was noted that there were several apologies received and these are listed at the end of the Minute of the AGM.

3. COMMENTS ON PROPOSED PARTIAL AMENDMENT TO THE RULES

The CEO introduced himself to the Members and referred to the previously circulated report, highlighting each of the proposed changes to the Rules, as follows:

1) THE COMMITTEE OF MANAGEMENT & ELECTED AND APPOINTED COMMITTEE MEMBERS

The main change being that at present, rule 37.1.2 allows Glasgow City Council to propose a Councillor, who may then be co-opted onto MHA's Management Committee, if they meet MHA's eligibility criteria.

However, the change proposed provides that, instead of retaining a place on the Committee specially for a Councillor, rule 37.1.2 allows the Committee to appoint one "Appointed Committee Member". This is an option provided for in the Model Rules and is proposed as a modernisation of the Committee structure.

In view of this change, the term “*Elected Committee Member*” is added to rule 37.1.1, to distinguish between 2 types of Committee Members. Albeit this amendment confirms that Elected Committee Members will always be the majority to ensure the Community is appropriately represented, as the Association is only proposing to have one Appointed Committee Member.

2) THE COMMITTEE OF MANAGEMENT – ELIGIBILITY

In terms of rule 37.4, as before, no employee of MHA can be a Committee Member. As introduced at the last Rule change put to the members in 2021, a Close Relative (defined in Rule 89.4) of an employee may be permitted to be a Committee Member, but only if any such person meets all MHA’s requirements and all regulatory criteria.

The CEO explained that rule 37.4 now sets out the key elements of the Association’s policy requirements as follows:

- A Close Relative of an employee who is in a position of seniority within MHA’s employee structure cannot be a Committee Member.
- No more than 20% of the total number of Committee Members should be related to employees, as confirmed immediately following each annual general meeting.

3) ELECTING COMMITTEE MEMBERS

The CEO advised that rule 40.2 has been amended, to confirm the timeframe for the return of nomination forms. Nomination forms are now issued to members at least 28 days before an annual general meeting (AGM), so that there is time to prepare postal ballots, if necessary, for Elected Committee Members. Members then have 7 days to return these forms, to allow for receipt at least 21 days before the AGM. The amendment clarifies this timeframe.

Finally, before handing back to the Chair, the CEO advised that the proposed changes to the rules must be accepted by at least 75% of the Members present at the meeting.

4. APPROVAL OF RULE CHANGE

The Chair advised that if the amendments are approved, the Management Committee meetings will thereafter be operating under these Rules and added that MHA’s Solicitor was present to answer any relevant questions. As there were no questions, the Chair asked the Members present to adopt the revised Model Rules.

Mrs J Donachy, 56 Aitken Street, proposed the adoption of the Rule Change. This was seconded by Ms M Smith, 30 Abernethy Street and agreed unanimously, without amendment, by the Members present.