

Special General Meeting Minutes

Name of Meeting	Special General Meeting	Date of Meeting	14 September 2020
Venue of Meeting	Zoom (virtual)	Time of Meeting	5.35pm

1. Sederunt

A Murray, A McFarlane, A Baird, E Walker, I McGowan, M Gilfillan, I Saunders, S Watson, C Hendry, L Wilson, M Parton, L Peck,

In Attendance

L Wassell, J Duncan, C Garmory, F Smith, S Parker, S McGleish, C Hotchkiss, M Campbell, D Milton (CVPS Board Member), J McKenzie (CVPS Board Member), L Hughes (minute)

2. Apologies

C Boyd, M Dunlop, M McGregor, A Hamilton, S Lloyd, V Shield, H Leyden

A Murray welcomed all to the Special General Meeting and welcomed Share Members, L Peck and M Parton.

3. Approval of CVHA Rules

- 3.1 A Murray advised Members that the purpose of the Special General Meeting was to approve changes to CVHA Rules. He outlined the reason for the changes and approvals required. He confirmed that CVHA Board approved the changes to CVHA Rules on 27 July 2020.
- 3.2 Members were advised the Scottish Federation of Housing Associations (SFHA) is the voice and membership body for housing associations and co-operatives in Scotland and SFHA had recently updated their Model Rules which are adopted by many RSLs in Scotland. CVHA wishes to now update their existing Rules to the latest version of SFHA's Model Rules (2020).
- 3.3 Members were advised that as a result of Covid restrictions, this has made it difficult to hold public AGM's. Whilst a temporary change to the Corporate Insolvency and Governance Act allows this to happen if your AGM is before the 30th September 2020, it makes sense to provide for this within our Rules for future years, also giving CVHA the ability to hold a mix of electronic and face to face meetings. This also provides

perhaps an easier route for shareholding members to participate where they are not able to attend in person. CVHA wants to remain as inclusive as possible and so the Board has also updated the Calling Meetings Policy to ensure electronic meetings are not the default. This policy is available on CVHA's website.

- 3.4 A Murray confirmed CVHA requires a robust governance framework in place and part of this is attracting board members with the right skills, experience and time commitment to perform in their role. A number of charities and RSLs currently remunerate Board members and CVHA explored the options for this during their 2019/20 governance review. The Board through appointment of an external independent advisor agreed payment should be made to the Chair of CVHA and the Chair of the Audit Committee for CVHA as well as the Chair of our subsidiary CVPS. The levels of payment after benchmarking across the sector are: £5,400 per annum for the Chair of CVHA and £4,000 per annum for the Chair of Audit Committee and Chair of CVPS. The amended CVHA Rules have been updated to allow for remuneration. **Members should note the office bearers currently filling these positions had no input to the discussion or decision making process.**
- 3.5 A Murray confirmed that all Office Bearers who would be remunerated were not part of the discussion or decision making process or approval of Rules process on 27 July 2020.
- 3.6 A Murray announced that 14 Share Members have returned a voting form and all 14 have voted in favour of approving the updated Rules. A Murray confirmed that no Office Bearers have voted, due to the remuneration provisions. A Murray confirmed the updated Rules have been approved. Copies of the Rules will now be sent to the Financial Conduct Authority (FCA) for their approval.