

ROCHDALE BOROUGHWIDE HOUSING
ANNUAL MEMBERS MEETING
MINUTES OF THE MEETING 28 September 2022



PRESENT (contributions to formal agenda): G Swarbrick (Chief Executive), J McGrail (Director of Finance and Resources), A Tumilty (Chair of the Board), P Worthington (Representative Body Chair), S Wigley (Secretary)

APOLOGIES: Apologies from Members have been recorded.

The Secretary convened the meeting at 2.02pm

Ref	Item/Discussion
Sep-0	S Wigley, Secretary welcomed everyone to the meeting and confirmed that the meeting was quorate. S Wigley advised that questions which had been submitted in advance of the meeting have been sent to relevant teams and individual responses would be provided and any apologies which have been received have been recorded.
Sep-0.1	S Wigley advised that there had been a series of events which had taken place over the last few weeks which have been well attended by both tenants and employee members. The sessions had included: <ul style="list-style-type: none">- Meet your Representatives- Proposed Rule changes- Finance and Annual Accounts
Sep-1	ITEM 1 - WELCOME AND INTRODUCTIONS
Sep-1.1	A Tumilty, Board Chair, welcomed everyone to the meeting. She advised that due to passing of the Queen, as a mark of respect, we had cancelled the event scheduled for 17 th September. An engagement event will be taking place in the near future and more information will be available on the website shortly.
Sep-1.2	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.
Sep-2	ITEM 2 - RESOLUTION 1 - MINUTES FROM THE 2021 ANNUAL MEMBERS MEETING
Sep-2.1	Members were requested to approve the minutes from the previous minutes which were attached as part of the notification for the AMM. Resolution: The Secretary confirmed that the minutes from the 2021 AMM were approved as a true and accurate record and was carried with the following votes: For 52, Against 0 and Abstentions 6.

Sep-3 **ITEM 3 - RESOLUTION 2 – ANNUAL REPORT FROM THE REPRESENTATIVE BODY ON ITS ACTIVITIES AND THE MEMBERSHIP STRATEGY**

Sep-3.1 S Wigley introduced P Worthington as the Chair of the Representative Body to present the report on behalf of the Representative Body.

Sep-3.2 P Worthington advised that the Representative Body had taken a positive journey this year with lots of actions to work through. In particular taking ownership of meeting agendas and decisions to ensure that the Representative Body is effective and making a difference. A lot of work had also taken place in how the Representative Body communicates to the wider membership.

Sep-3.3 He recommended that Members go to the RBH YouTube channel and watch the annual report video which would provide a greater understanding of the role of the Representative Body and its members passion to make a real difference.

Resolution: The Secretary confirmed that the following resolution was carried with the following votes: For 55, Against 0 and Abstentions 4

Members voted to receive the Representative Body's Annual Report to Members.

Members voted to receive the Membership Strategy to Members against its progress in implementing the Strategy, to note the steps taken to ensure its membership is representative of those eligible for membership and approve any changes.

Sep-4 **ITEM 4 - RESOLUTION 3 – RESULTS OF THE ELECTIONS TO THE REPRESENTATIVE BODY**

Sep-4.1 S Wigley advised that a full election had taken place this year and confirmed that the results are as follows:

Tenant Representatives

- Mohammed Akhter
- Frank Altham
- Andrew Brown
- Andrew Butterworth
- Kate Lowerson
- Matilda Williams

Employee Representatives

- Phill Worthington
- Charlotte Briggs

Sep-4.2 S Wigley thanked those Representatives who had stood down throughout the year:

- Brian Wood
- Mack McKenzie
- Clifford Byram-Leech

Resolution: Members noted the appointments to the Representative Body for Tenant and Employee Representatives following the recent election process and noted and thanked those who are stepping down from the Representative Body.

Sep-5 **ITEM 5 - RESOLUTION 4A – APPOINTMENT OF EXTERNAL AUDITORS**

Sep-5.1 S Wigley advised that Members were being asked to approve the appointment of Beevers and Struthers as RBHs external auditors for an initial 3 year period with the option to extend for a further 12 months. He advised that it was the role of the AMM to approve the appointment and in the interim the Representative Body would annually re-appoint.

Process: full procurement exercise fiancé and RB and who considered Audit, Board and RB and all recommending approval.

Sep-5.2 He added that a full procurement exercise had taken place which involved the Finance Team and members of the Representative Body as well as consideration by the Audit Committee, Board and full Representative Body who are all recommending approval to the AMM.
Resolution: The Secretary confirmed that the following resolution was carried with the following votes: For 55, Against 0 and Abstentions 4

Members voted to approve the appointment of Beevers and Struthers as RBHs external auditors for an initial 3 year period with the option to extend for a further 12 months.

ITEM 5 - RESOLUTION 4B – BOARD OF DIRECTORS ANNUAL REPORT AND FINANCIAL STATEMENTS YEAR END MARCH 31ST, 2022

Sep-5.3 S Wigley introduced John McGrail, Director of Finance and Resources to present the report.

Sep-5.4 J McGrail advised that Beevers and Struthers, RBHs' external auditors, had carried out a full review on the accounts, and had given a clean audit opinion. He added that a robust scrutiny process had also been carried out by the Audit Committee and the Board.

Sep-5.5 J McGrail stated that 2021/22 had been a challenging year for the majority of Housing Associations and the wider sector.

Resolution: The Secretary confirmed that the following resolution was carried with the following votes: For 56, Against 1 and Abstentions 1

Members voted to receive the RBH annual accounts and financial statements.

ITEM 5 - RESOLUTION 4C – BOARD OF DIRECTORS APPOINTMENTS AND RETIREMENTS

Sep-5.6 S Wigley advised the following appointments to the Board of Directors:

- Wes Baker
- David Williams
- John McGrail

Sep-5.7 S Wigley thanked the retiring members:

- Mike Nuttall
- Guy Millichamp
- Nickie Hallard

Resolution: Members noted the appointments to the Board of Directors following a recruitment process and noted and thanked the retiring members.

ITEM 6 - RESOLUTION 5 – RULE CHANGES

Sep-6.1 S Wigley advised that the session on the proposed changes to the Rules had taken place and was well attended.

Sep-6.2 S Wigley stated that the review had been a light touch approach and were administrative in nature. He advised that the proposed change had been reviewed by the Board and Representative Body who had agreed the proposed changes.

Sep-6.3 S Wigley went through the detail of the proposed changes and the reasoning for those changes.

Resolution: The Secretary confirmed that the following resolution was carried with the following votes: For 56, Against 0 and Abstentions 4. 2/3 majority confirmed.

Members voted to approve a number of changes to the Rules specifically:

2.3.2 (k) As per section 7.3 added function in relation to External Auditors.

5.5.1 (e) Added specific section in relation to non-attendance as per 5.6.8 (a).

5.6.7 Removed as a duplicate of 5.6.1.

5.7.2 and 5.7.3 Clarification as to when a seat will be filled and when it will be rolled over to the next election.

5.11.6 Flexibility built into the wording to allow other Non-executive Directors to attend when the Chair and Vice Chair cannot.

6.11.7 clarified the term 'officer' in this context relates to 6.11.1 only and not the wider term of 'Officer' as per the appendix.

9.9 and 10.6.2 – Removal of references to fax as a means of communication.

10.5.1 (g) Removed as duplicate of 10.5.1(c).

10.11.1 registered address updated.

10.12.1 - Removed Covid provisions in relation to Representative Body as all terms now expired and no longer any term on limits. Board provision left in as currently two Board members still benefitting from this provision.

Appendix – Renumbered to match changes.

Sep-7 CLOSING SUMMARY

Sep-7.1 G Swarbrick thanked colleagues involved in arranging the AMM, all those who attended and all Members who had cast their votes. G Swarbrick advised that another engagement activity will take place and the date will be announced.

Sep-7.2 G Swarbrick thanked everyone involved in supporting RBH over the past 12 months as RBH is strongly collectively with tenants and employees giving their time and views, and every contribution makes RBH stronger.

Sep-7.3 A Tumilty thanked everyone for their attendance and support throughout the year, and closed the meeting closed at 14.43.

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

As a true and correct record of the Annual Members meeting held on 28 September 2022