

ROCHDALE BOROUGHWIDE HOUSING LIMITED
SPECIAL MEMBERS MEETING
MINUTES OF THE MEETING 2 NOVEMBER 2023



PRESENT (contributions to the formal agenda): A Newton (Chief Executive), K Brady (Chair of the Board), A Allen (Representative Body Chair), S Wigley (Secretary)

APOLOGIES: No formal apologies were received.

The Secretary convened the meeting at 13.00.

Ref	Item/Discussion
Nov-0.1	S Wigley, Secretary, confirmed quoracy and formally opened the meeting.
Nov-0.2	S Wigley reiterated that all those joining remotely must ensure their names are correctly displayed to ensure vote verification and to field any questions received.
NOV-1	ITEM 1 - WELCOME AND INTRODUCTIONS
Nov-1.1	K Brady, RBH Chair of the Board of Directors, welcomed all those in attendance to the meeting. He introduced A Allen, Representative Body Chair, A Newton, RBH Chief Executive and S Wigley, RBH Secretary.
Nov-1.2	S Wigley went through the housekeeping arrangements which would ensure the smooth and efficient running of the meeting. He advised that no fire drills were planned, and the emergency exits protocols were outlined to those in attendance.
Nov-1.3	S Wigley advised that the meeting was being recorded and directed those interested in how their personal data was managed to the RBH website.
Nov-1.3	Members were informed that there would be an opportunity to ask questions but that these must strictly relate to the Resolutions only. Those joining remotely were invited to ask questions by using the 'Raise Hand' function on their screens. Members were advised that only one person was permitted to speak at any time.
Nov-1.4	Members were reminded that voting had taken place electronically in advance of this meeting but that those in attendance who had yet to cast their votes would be invited, at the appropriate time, to do so. Those attending in person would be instructed to vote using the ballot box and ballot papers which were provided to them. Those participating electronically would be asked to indicate their vote using the poll function on their screens.
Nov-1.5	S Wigley advised that the vote verification process would cross reference voting records already received with all votes received today to guarantee that no duplicated votes are counted. In accordance with RBH Rules, there is one vote per member and in the event of any duplication, the most recent vote received would count as the vote cast.
Nov-1.6	Members were reminded that the electronic poll for votes received in advance of this meeting closed at 10am and that all these votes had now been counted and verified. These votes would be combined with those received during this meeting which would give the total count. This process was expected to take a minimum of 15 minutes. The entirety of the vote verification process had been independently authenticated by Tom Wainwright, a solicitor from the law firm, Trowers and Hamblins.

- Nov-1.7 Members were advised that Rules could only be rescinded by a two-thirds (66.7%) majority of votes cast and it was confirmed that the Chair would not hold a casting vote in this instance.
- Nov-1.8 Those who had already submitted their vote online were instructed to not vote again. Similarly, non-members present were reminded that they were not eligible to vote.
- Nov-1.9 A Newton provided an introduction and the background which had led to the circumstances of the proposed Rule changes.
- Nov-1.10 A Newton began by speaking about the tragic death of Awaab Ishak which saw RBH downgraded by the Regulator of Social Housing in December 2022 for failings in RBH governance. Those present were reminded that this meant that RBH was currently non-compliant with Regulatory Standards.
- Nov-1.11 Part of the RBH recovery plan, here referred to as the Lessons Learnt Review, included a deep dive into the circumstances which led to the death of Awaab Ishak. This review was a key component of RBH's recovery, and where it was found that the RBH governance structure was overly complex, and subsequently ineffective in keeping customers safe. Following the review, RBH devised the proposed Rule changes to ensure that RBH would continue in the delivery of a great service whilst also ensuring that tenants and employees remained at the heart of the mutual society.
- Nov-1.12 A Newton stated that the engagement process for the proposed Rule changes began in May 2023 with consultation with the Representative Body. Since then, engagement had also taken place with the wider membership, the Board and Regulator. She advised that there had also been several other engagement sessions with the Representative Body and that these were held both privately and in conjunction with the Board. On 1 September, the proposals which concerned the Rule changes were published for the attention of the wider membership.
- Nov-1.13 On 4 October 2023, a joint meeting of the Board and Representative Body took place to discuss these proposals. As well as this, there were also ten engagement sessions for tenants and employees, as well as several community drop-ins. In addition, briefings for employee teams were also held as part of this period of engagement. There was also monthly dialogue with the Regulator of Social Housing.
- Nov-1.14 A Newton presented the proposed changes, in summary. These proposals were identified as:
- Giving the Board the powers the Regulator expected them to have, and hold them accountable for:
 - Setting the strategy for RBH and scrutinising performance to strategy;
 - Appointing and removing its numbers based on skills; and
 - Board and CEO remuneration.
 - A vital new scrutiny role for the Representative Body – with a minimum 3 deep dive reviews each year with recommendations that are the responsibility of the Board to deliver. The Representative Body will hold the Board to account for this.
 - A continued role for the Representative Body in shaping the Corporate Strategy and appointments to the Board of Directors.
 - Enabling those tenants who may live in homes owned by another provider but managed by RBH, to remain a member of RBH.
- Nov-1.15 A Newton also shared that RBH was seeking to secure a sustainable future for College Bank. One such proposal currently being considered was the transferral of ownership to another provider, but that RBH would retain management of these properties. This would allow residents to maintain their RBH membership.

- Nov-1.16 A Newton stated that the reason why the proposed Rule changes were important for RBH was that it would mark a big step forward in meeting the requirements of the Regulator for Social Housing, ensuring that RBH would be a compliant housing provider. Being compliant would mean that RBH would have access to funding which would allow for greater investment in RBH homes; the Representative Body would be able to hold the Executive and Board to account which would allow for the continued delivery of great services; and it would provide greater certainty for the future of College Bank.
- Nov-1.17 A Newton invited A Allen to share his thoughts in his capacity as Chair of the Representative Body. A Allen stated that he believed the process to be a valuable experience which allowed for constructive conversations to take place, including the challenges faced by RBH. It was his belief that the process was honest, transparent and well considered which ensured that it had been a value-added exercise.
- Nov-1.18 Questions were next invited from those present in the audience, both remotely and in person.
- Nov-1.19 A member queried why we are proposing to move things away from the Representative Body? K Brady stated that the proposed Rule changes would strengthen the Representative Body by giving them a key scrutiny role, which was identified as a fundamental organisational gap and would continue to act on behalf of tenants and employees and to also hold the Executive Team and Board to account. In terms of key decisions, it had been made clear by the Regulator that certain decisions must lie with the Board. K Brady assured those present that the Representative Body would continue to be fully engaged at all times.
- Nov-1.20 A member queried why the rights of the Representative Body were being taken away? K Brady explained that rights were not being removed but were in fact being strengthened.
- Nov-1.21 A member queried what the circumstances were which prompted the proposed Rule changes. K Brady reiterated the rationale which was because RBH was now a non-compliant housing association.
- Nov-1.22 A member queried why RBH was no longer compliant. A Newton detailed that the death of Awaab Ishak had shone a light on RBH and it became clear during the inquest proceedings that there had been failings in RBHs' governance and that changes were urgently needed. A Newton assured those present that the Representative Body continued to be important, but that a new relationship and ways of working together was now required.
- Nov-1.23 A member queried the independent vote verification. Members were advised that the law firm Trowers and Hamlins had audited the entire process and had subsequently provided end-to-end verification.
- Nov-1.24 A member referred to the process of consultation, specifically that engagement had focused on the reasons why the Rules should change and did not include the reasons why they should not. It was their belief that the proposed Rule changes would in fact remove powers from the Representative Body and that they would be disenfranchised in their decision-making capabilities as a result.
- Nov-1.25 A member requested additional information on the actions of the Representative Body which had contributed to the death of Awaab Ishak. A Newton emphatically affirmed that this was not what had been said. A Newton explained how the Coroner's Report had triggered a review by the Regulator which resulted in RBH being deemed non-compliant. The individual posing the question shared that it was their belief that the death of Awaab Ishak had been because of operational rather than strategic failings. A Newton opposed this statement and affirmed that it was because of failure of RBH governance in its entirety.

Nov-1.26 One further point was raised which focused on regulatory judgment. It was the belief of this individual that the regulatory ruling was because RBH failed in its communication and engagement with tenants, and it was their opinion that today's vote was further contributing evidence of this continued failing. A Newton corrected this point and stated that the failure was a decision making one, and that ultimately this sits with governance.

NOV-2 ITEM 2 – RULE CHANGES

Nov-2.1 The next item was the formal vote on whether to approve the proposed changes to the Rules.

Nov-2.2 Rule One was noted as follows:

- Rule One 3.1: THAT the Rules of the Society be amended by the current rules being rescinded, and replaced with the version circulated with this notice and agenda and marked 'X' for the purpose of identification.

Nov-2.3 It was explained to all those present that those joining online had an opportunity to vote online, and that those in the room were to do so via the ballot box and paper provided. Those who had already voted, and those who were not members, were reminded not to vote.

Nov-2.4 The online poll for voting on Resolution 3.1 was launched for those joining remotely. Those in the room were instructed to cast their ballots utilising the ballot box and paper provided.

Nov-2.5 The opportunity to vote for the second rules change was opened.

Nov-2.6 Rule Two was noted as follows:

- Rule Two 3.2: THAT of the resolution under item 3.1 above is approved by the members of the Society at the meeting, the Secretary be authorised to:
 - 3.2.1 submit the revised rules to the Financial Conduct Authority;
 - 3.2.2 agree in consultation with the Board any minor changes required by the Financial Conduct Authority to the submitted rules in order to achieve regulation.

Nov-2.7 The second online poll for voting on Resolution 3.2 was launched. Votes were gathered online for those joining remotely and in the ballot box for those present.

Nov-2.8 The voting component of the meeting concluded and all those present were informed that a short break would take place to allow for the validation of votes. Those present were notified that this process was expected to take a minimum of 15 minutes.

Following a break to allow for the validation of the votes, the meeting reconvened to allow for the confirmation and declaration of the results.

Nov-2.9 S Wigley informed those in attendance that the votes of Resolution 3.1 and 3.2 had been counted and confirmed following independent verification provided by Tom Wainwright of Trowers and Hamlins.

Nov-2.10 The results for Resolution 3.1 were shared as follows:

- 294 total votes were cast;
- 221 votes were for;
- 68 votes were against;
- 5 abstentions

This equated to a majority of 75.1% votes in favour which satisfied the requirement for a two thirds majority necessary to pass the Rule change.

It was confirmed by S Wigley that Resolution 3.1 was therefore carried.

Nov-2.11 The results for Resolution 3.2 were confirmed as follows:

- 294 total votes were cast;
- 222 votes were for;
- 61 votes were against;
- 22 abstentions

This equated to a majority of 75.5% of votes in favour of the Rule change.

It was confirmed by S Wigley that Resolution 3.2 was therefore carried.

Nov-3 CLOSING SUMMARY

Nov-3.1 K Brady concluded the meeting by thanking everyone for their participation. K Brady noted the difference in opinion on this topic and welcomed the opportunity to address this in the future through further collaboration. K Brady reiterated that it is RBH's intention to conduct business in an open and transparent manner to build confidence and trust in mutual reciprocity.

Nov-3.2 K Brady formally closed meeting at 14.12

Signed

(Chair of the Board)

As a true and correct record of the Special Members Meeting held on 2 November 2023