



Viewpoint Housing Association Ltd

Report on Special and Annual General Meetings 2020

Viewpoint Housing Association Ltd held its Annual General Meeting (AGM) on 22nd September 2020.

The Annual General Meeting was immediately preceded by a Special General Meeting (SGM), in order to consider the adoption of new Rules, based on the Model Rules created by the Scottish Federation of Housing Associations, and approved by the Scottish Housing Regulator.

Due to the ongoing Covid-19 pandemic it was decided this year that the AGM and SGM would not be held in a venue that members would be able to attend. Instead, it was decided to hold the AGM and SGM virtually, using Cisco Webex.

5 Viewpoint members attended the SGM and AGM in person. 7 members attended via Cisco Webex. 5 members nominated proxies to represent them at both the AGM and SGM. There were apologies from 43 members.

Minutes of the AGM and SGM will be produced and distributed to members prior to the 2021 AGM. In the meantime this Report updates on proceedings, and decisions, at both the SGM and AGM.

Special General Meeting

1. Welcome and Apologies

There being a quorum present, either attending in person, via Cisco WebEx or via nominated proxy, the Chair welcomed all and opened the meeting.

2. Comments on proposed adoption of SFHA Model Rules 2020

The Chair noted that the Model Rules 2020 were developed by the Scottish Federation of Housing Associations, and the version of the Rules which was distributed to members with the notice for this meeting had been considered and approved by Viewpoint's Board of Management, and was also in a format which had been approved by the Scottish Housing Regulator.

The Chair noted that, in order to adopt the Rules, they required to be considered at a Special General Meeting, and that the Board of Management had decided that, on this occasion, due to the need to hold the Special General Meeting virtually, and in accordance with SFHA best practice guidance, the special resolution shared with the notice for the meeting should be considered for approval via postal ballot rather than at the meeting itself.

3. Consideration (via postal ballot) of Special Resolution

The Chair noted that, in order for the Rules to be adopted, they would need to be approved by at least 75% of those members voting. Of the postal ballots which were sent out with the notice for the Special General Meeting, 20 votes were returned by the deadline for consideration of 17th September 2020. Unfortunately 2 votes were received after that deadline, and were therefore ineligible for consideration.

The Chair noted that, of the 20 votes which were eligible for consideration, all 20 were in favour of the Model Rules being adopted, and therefore above the 75% threshold required for adoption. Consequently, the Chair declared that the Model Rules distributed with the notice for the Special General Meeting had been adopted by the Membership. The Chair thanked all members who had taken the time to review the Rules, and to participate in the ballot.

The Secretary updated the meeting on next steps, advising that, now that the membership had adopted the Rules, it would be necessary to apply to the Financial Conduct authority to formally register the amended Rules. The Secretary noted that the updated rules would not be legally effective until the date on which the Financial Conduct Authority provided confirmation that it had registered them.

The Secretary advised that, following upon the Financial Conduct Authority's confirmation of registration, it would also be necessary to notify the Scottish Housing Regulator and the Office of the Scottish Charity Regulator of the adoption and registration of the new Rules.

4. Close of the Meeting

The Chair thanked all those who had participated in the meeting, either in person, via Cisco WebEx, or via proxy, and the business of the meeting having been concluded, drew the meeting to a close.

Annual General Meeting

1. Welcome and Apologies

There being a quorum present, either attending in person, via Cisco WebEx or via nominated proxy, the Chair welcomed all and opened the meeting, noting also that there were apologies from 43 members as well as one board member and one senior officer.

2. Minute of previous meeting and matters arising

The minute of the AGM of 17th September 2019 was approved subject to one change:

- Page 5: In relation to the Post-AGM Question and Answer Session there are 11 references to the 'BTRG', these should in fact read 'VTRG'.

3. Chair's report for the year

The Chair presented his report for the year 2019-20, as set out at Appendix 1 to this Report.

4. Financial statements for the year to 31st March 2020

The Chair invited the Director of Finance and Assets to comment on the financial statements for the period to 31st March 2020.

The Director of Finance and Assets noted 2 minor errors in relation to the financial statements:

- A Viewpoint member had pointed out a typographical error on page 25 of the accounts, section d) Loan Stock. There is a reference to 'secured' loans. In fact all Viewpoint loans are unsecured; and
- On page 32 the figure in the section headed 'Effective Interest Rate' should read '3%' rather than '2.4%'.

The Director of Finance and Assets presented on the financial statements, as set out at Appendix 2 to this report.

5. Elections to the Board

The Secretary noted that, in accordance with Viewpoint's Rules (Rules 39.1 and 39.2) one third of Board Members (not including Co-optees or those appointed to fill a casual vacancy) required to retire at today's meeting. These are the Board Members who have served longest since the date of their last election. The Secretary noted that the Board Members in this category were Mr I Thompson, Ms C Lumsden and Ms P Russell.

Further, it was noted in accordance with Rule 39.3, that Board Members were also required to retire if, since the last AGM, they had been co-opted onto the Board under Rule 42.1, and that this year Mr J Muir fell into this category.

The Secretary noted that, in accordance with Rule 39.4, all four retiring Board Members had indicated that they were willing to stand for election to the Board, without nomination.

It was noted that, prior to this year's meeting, no nominations for appointment to the Board of Management had been received from Members, and therefore in accordance with Rule 40.1, given that there are fewer individuals standing for election than there were vacancies on the Board, it would not be necessary on this occasion to hold a vote in relation to appointment to the Board. The Secretary therefore declared Mr I Thompson, Ms C Lumsden, Ms P Russell, and Mr J Muir appointed to the Board of Management.

6. Appointment of the Auditor

The Chair noted that, under clause 72.1 of the Rules of the Association, the meeting was required to appoint a properly qualified auditor and to set their remuneration. The Chair advised that, in 2019-20, a tender exercise was carried out and Alexander Sloan was selected as preferred auditor, for a period of 5 years.

The Chair noted that Alexander Sloan & Co had confirmed that they were willing to be reappointed and invited the meeting to agree to the reappoint of Alexander Sloan & Co as the statutory auditor of the Association for the coming year. The re-appointment of Alexander Sloan & Co as auditor was proposed, seconded, and approved by the meeting.

Accordingly, the Director of Finance and Assets recommended to the meeting that Alexander Sloan & Co were reappointed as the auditor of VHA.

7. Close of the Meeting

The Chair thanked all those who had participated in the meeting, either in person, via Cisco WebEx, or via proxy, and the business of the meeting having been concluded, drew the meeting to a close.

Appendix 1

Annual Report from the Chair

Chief Executive Officer

On 1st April 2019 we welcomed Jean Gray as our new CEO. Jean has 27 years' experience in the housing sector across housing, assets, care and development. She has been a breath of fresh air to us all and has steered us through embedding some necessary improvements in the organisation which were highlighted to the Scottish Housing Regulator. We had to take urgent action to improve our sense of corporate responsibility and understanding and Jean has been a source of inspiration and energy throughout this process. I am pleased to be able to report that a recent review by our internal auditors concluded that our governance is now strong.

Strategic Plan

It is important that we have a vision and an understanding of our strategic direction. It was clear that this was the start of a new era and there was a need for an updated Strategic Plan, with links into business planning, strategic objectives and individual department plans. Our objectives are all interdependent with an overriding priority to ensure that our current properties and care homes are fit for purpose. The production of the plan has brought a new focus to the whole organisation, given each team clear direction and is intended to ensure that there is a corporate ownership throughout the whole organisation of what we need to achieve; what needs to be delivered whilst maintaining a customer focus. The current Strategic Plan, which is available on our website, sets out the objectives for this year with an indication of our intentions going forward. Following a recent Board Away day we are now considering the vision and strategic direction for Viewpoint from 2021 – 2024. The new Strategic Plan will be discussed and approved by March 2021 for publication by the start of the next financial year on the 1 April.

Organisational Design Project

On her arrival the CEO took some time to review Viewpoint and consider where we could be more efficient and effective. Early on there was a recognition that as an organisation we needed to be more customer focussed, deliver on our promises and improve on our communication. High quality staff are an essential part of the ongoing success of the organisation and the range of services it delivers.

During 2019/20 we embarked on an organisational design project, led by the CEO. This enabled us to review our current team structures and consider the best way forward to deliver our services in our communities, with our tenants and residents at the core of what we do. This has meant change, we have brought some key functions back into the organisation like HR and Tenant Participation and the process is ongoing. Unfortunately due to the pandemic this process has been delayed but I am pleased to say this has now restarted. This process has brought our staff together, given them clarity around their roles and responsibilities, and identified some significant gaps which are now being filled. The executive and the staff teams are working together in a way that did not happen before, with great results, and as this process continues we should see more positive results in the next few years.

Tenant Participation

This is a significant area of importance for Viewpoint, tenant involvement plays an important part in formulating and agreeing the Association's aims and objectives. We can only improve what we do if we listen to our tenants and communicate with them effectively. With the recruitment of our new Tenant Participation and Communication Co-ordinator during the past year we have managed to:

- Implement Year 1 of the Tenant Participation Strategy which was approved in November 2018.
- Hold a successful Annual Tenants' Conference in June 2019 attended by over 80 tenants
- Set up the Lothian Tenants Group and the Fife Tenants Forum whilst still interacting with other tenant groups

The tenant groups are the representative bodies for all our tenants and are recognised by the board and the Scottish Housing Regulator. We also collate ongoing information from our residents and their families' and consider their feedback in how we improve our services in the care homes.

Unfortunately our plan to proceed with a number of events and meetings this year hasn't progressed well due to the arrival of Covid-19. Although we would like to acknowledge the ongoing work of Heather, our TP Co-ordinator who has worked tirelessly to communicate regularly with many of our tenants at this difficult time. However as a Board we are pleased with the progress of the strategy and especially the ongoing involvement of tenants in a number of consultations and tenant scrutiny. We remain positive that we can start to get back on track with Year 2 of our strategy soon.

Care Homes and Housing Support

Viewpoint are fortunate that in a challenging sector our three care homes are still in high demand. They are regularly inspected and all are rated 5 by the Care Inspectorate, and even though the Covid pandemic has put a tremendous strain on all care home staff we have retained our extremely high standards and ensured that the health, well-being and safety of our residents has remained the main priority.

As well as our care homes we also provide housing support and care @home to our tenants across our area. Many of these staff work in isolation yet continually we get very positive feedback from tenants about the care and support they receive and how important it is to them in their home especially as many are older and vulnerable and do not have families of their own.

These staff and the Care Home staff, in fact all our staff, have shown outstanding resilience and performed over and above the call of duty during this ongoing pandemic, they have been amazing in their dedication to our tenants and residents, and wherever possible in keeping them safe.

Operational Activities

There has been a real focus in improving performance particularly around voids. It isn't only about how quickly we turn empty properties around but also about our relet standard. In the last year not only did Housing & Assets improve the performance but also agreed a new relet standard which we know has been well received by tenants.

The teams remain focussed on dealing with arrears, managing complaints, delivering a repairs and maintenance service and improving satisfaction. These are all areas which as a Board we continue to monitor and know that as an organisation we remain focussed on continuing to improve the services we deliver to our customers.

There is more detail of the operational performance within the Annual Report & Financial Statements which highlights the ongoing good work that is being done.

Future Plans

The Covid pandemic has prevented us from really getting on with the delivery of our services so far this year. The planned major work investment required to improve our buildings was sadly postponed

although some external projects have now started, albeit within the parameters of the Government guidance. We promised to invest £5m in our stock this year so clearly this is not the case but as a Board we remain positive that we will be able to roll this investment forward.

We must continue to ensure Viewpoint operates within a sound financial framework, protecting our long term viability whilst making sure we continue to meet existing commitments as well as considering new opportunities

The pandemic has raised a lot of concerns and as the governing body for Viewpoint In the next few months we will be deciding what the longer term future is for our housing stock, and how we implement what is necessary to meet the first phase of the Energy Efficiency Standard for Social Housing. What will be more challenging for Viewpoint is how we meet those future demands considering the age and profile of our stock.

I have already alluded to some of our future plans but going forward we will continue to improve the services we deliver, review our targets and improve performance. We are also keen to provide more online services so that our customers can contact us at a time and in a way that suits them and that may also mean helping our tenants and residents to become digitally connected. As the Chair, Viewpoint has been and will continue to be on a journey, a journey that aligns with our values and that will bring change. The last year has shown that we embrace change for the benefit of not only the organisation but to improve our services. To conclude I feel I must mention the last 6 months, the arrival of the Covid-19 pandemic has had a phenomenal effect on the economy, on services, on families and on many of us and how we work and live on a daily basis. The resilience, tenacity and unselfishness of Viewpoint staff has shown that we can manage in a crisis; ensure our tenants and residents are supported and continue to deliver services. As we consider lessons learnt from the pandemic we are preparing to move forward and hopefully get the opportunity to start to deliver the promises we made in the strategic plan.

Thank you

Iain Thompson, Chair of Viewpoint Board

Appendix 2

Presentation by the Director of Finance and Assets

Review of Financial Performance

Year ended 31 March 2020

Annual General Meeting
Tuesday 22nd September 2020

Howard Vaughan Director of Finance and Assets



Review of Financial Performance

Income for Year		Last Year
• From affordable lettings	£8.6m	£8.4m
• From care homes	£8.7m	£8.4m
• Total Income	£17.3m	£16.8m



Review of Financial Performance

Operating Costs for Year		Last Year
• From affordable lettings	£8.1m	£7.6m
• From care homes	£8.6m	£8.3m
• Total Operating Costs	£16.7m	£15.9m



Review of Financial Performance

Surplus for Year		Last Year
• From affordable lettings	£0.5m	£0.7m
• From care homes	<u>£0.1m</u>	<u>£0.2m</u>
• Operating Surplus	£0.6m	£0.9m
• Interest/Finance Charges/ Movement in investments	(£0.3m)	(£0.2m)
• Exceptional item	(£0.5m)	-
• Total (Deficit)/Surplus	<u>£(0.2)m</u>	<u>£0.7m</u>

Review of Financial Performance

Net Assets as at 31 March 2020

		Last Year
Non Current Assets	£43.7m	£44.4m
Current Assets	£9.5m	£10.3m
Creditors	(£10.6m)	(£12.1m)
Deferred Income	(£13.5m)	(£13.9m)
Net Assets	£29.1m	£28.7m



Review of Financial Performance

Exceptional Item

We refinanced our bank loan during the year

- The new loan was at a significantly lower interest rate (3% from 6%)
- The terms of the loan will allow us to invest more of our cash reserves into our capital programme
- Although there was an early settlement of charge of £549k the overall life cost of the loan was still cheaper than the old loan

Review of Financial Performance

How was our money “spent” in the year?

Operating Deficit	£(0.3)m
Non cash items	£1.4m
Change in debtors/creditors	£(0.8)m
Investing in activities	(£1.5m)
Loans received/repaid	£0.5m
Interest received/paid	<u>(£0.1m)</u>
Decrease in cash	£0.8m
Cash at beginning of year	<u>£9.2m</u>
Cash at end of year	<u>£8.4m</u>



Review of Financial Performance

Looking forward ...

Budget for 20/21 -

- Income £16.8m
- Operating Costs £16.2m
- Surplus £0.6m

The budget also included a further investment in our properties of £5.4m (including capital works of £2.8m)



Review of Financial Performance

But then Covid-19 hit....

- We update our financial reforecasts every month given the current degree of future uncertainty
- We have a working group reviewing our financial planning (Board and members of the senior management team)
- We are still forecasting a surplus this year and for the next five years
- We remain committed to an annual spend of £5m on our properties albeit there will be some delays in current year spend

