

TRUST HOUSING ASSOCIATION LIMITED

Minute of Trust's 2023 Annual General Meeting held at at 11.05 am on Thursday 21 September 2023

PRESENT: Dr Norval Bryson (in the Chair)
and 29 Members of the Association, as recorded
in the Sederunt Book together with 24 proxies
(200 recorded Members of Association at time of holding AGM)

IN ATTENDANCE: 12 non-Members, as recorded

DR NORVAL BRYSON IN THE CHAIR

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| 1. | Chair's Remarks |
| 1.1 | Chair, Dr Norval Bryson, welcomed everyone to Trust's 2023 Annual General Meeting and thanked Members for their attendance. Although we are not together in person today, Norval hoped that Members find the meeting useful and he thanked the Membership for their patience and forbearance. For those unable to attend we are recording this session to be shared on the Trust website. |
| 1.2 | We have also allowed plenty of time at the end of the meeting to take comments and questions from those attending virtually today. We have already received questions submitted in advance from members unable to attend. |
| 1.3 | Norval wanted to introduce our AGM panel today: <ul style="list-style-type: none">• Rhona McLeod, Trust's Chief Executive• Zoe Purdie, Trust's Director of Finance & People• Jenny Wallace, Trust's Director of Customer Experience• Jackie McIntosh, Director of Assets & Sustainability• Neil Ferguson, Director of Business Development & Digital• Andy Shaw, our External Auditor from Anderson Anderson Brown• Claire Mottram, Trust's Company Secretary |
| 2. | Welcome from Chief Executive |
| 2.1 | Rhona McLeod, Chief Executive, gave a very warm welcome to those attending online and noted that she had a few topics she would like to cover today. |
| 2.2 | Rhona advised that we are again holding our AGM meeting virtually and we hope that members can understand the decision to hold meetings in this way given Trust's commitment to the green agenda, and, in challenging times such as these, to strive to achieve value for money in all that we do. |
| 2.3 | Rhona wanted to begin today by reflecting on the past few years – as they have truly been like no other. When you consider factors like Brexit, the Pandemic, war in Europe, a cost of living crisis, topped with soaring energy costs and higher interest rates, and all against a backdrop of climate change and stark reminders of |

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| | <p>the devastation it is causing across the globe. Rhona remarked upon the complete tragedy in the sector with the death of 2 year old Awwab Ishak which has been linked to failings by a Housing Association in England relating to Damp and Mould.</p> |
| 2.4 | <p>Rhona wished to assure members that within this context, our priorities continue to revolve around tenant safety, quality homes, value for money, equality and wellbeing - both for our customers and our employees. These play a leading role in all of our discussions with Board and in our day to day work.</p> |
| 2.5 | <p>Rhona recognised the important role housing associations play in social justice and in making a positive difference to people's lives, particularly given the socio-economic backdrop of an affordable housing and cost of living crisis. Communities are increasingly reliant on our services and Rhona expressed her pride of the whole Trust team who go above and beyond to keep our customers safe and to deliver exceptional services.</p> |
| 2.6 | <p>In relation to Cost of Living, Rhona shared that Trust are trying to do all that we can for our customers to support them through the financial crisis. Our Benefits Advice Team made up of 2 colleagues – Aisha & Mykela – have managed to secure an additional £2.1m in benefits income for our tenants. Rhona commented that this is a fantastic result and noted that in August this year we have invested in an additional resource to join the team.</p> |
| 2.7 | <p>Rhona advised that Trust have also established a Cost of Living Taskforce which has explored ways in which we could support our customers. We have provided lots of communication and advice, for example, hints and tips on energy saving, signposting to local foodbanks and cozy cafes schemes, and we have accessed grant funding that allowed us to provide our General Needs customers in North Lanarkshire and the Isle of Arran with local supermarket vouchers. Some of developments also set up food pantries. We have also successfully secured some external financial support for our most vulnerable tenants, to set up hardship funds.</p> |
| 2.8 | <p>Rhona shared news that Trust is delighted to announce that we have secured £120k as part of the Social Housing Fuel Support Fund for Winter 2023 – this will go from October 2023 to March 2024 and help provide energy efficient kitchen and warm household items to vulnerable tenants over the coldest months.</p> |
| 2.9 | <p>Rhona moved on to summarise our key performance areas:</p> <ul style="list-style-type: none"> • Our repairs service has been provided in timescales shorter than the Scottish average and we have achieved 3.7 hours for emergency repairs and 5.6 days for non-emergency. • Thanks to money advice and arrears management, we have only 1.7% Gross Rent arrears • We have let 512 properties with 9 out of 10 new tenants satisfied with the standard of their home when moving in. • 8 out of 10 are satisfied with our repairs service. • We have taken 65 days on average to complete a medical adaptation – a much improved time on previous years. • We incurred 3.1% rent lost due to empty properties. |

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| | <ul style="list-style-type: none"> • 8 out of 10 are satisfied overall with the quality of their home. |
| 2.10 | <p>Rhona noted that our Annual Performance Report will be published in October 2023. Despite the challenges faced by the sector, Rhona remarked that we have upheld remarkable performance which is a testament to our teams. Rhona concluded the performance section by noting Trust's Leaders in Diversity re-accreditation Oct 2022.</p> |
| 2.11 | <p>Rhona moved on to update members that this is Trust's 50th Birthday. Trust was established in October 1973 – we were born out of a philanthropic movement and we were originally called Kirk Care. Since our first development in Bearsden, Trust has grown into a national and modern social landlord, with over 3,600 homes across the length and breadth of Scotland. And over the years our story and our culture has been enriched through growth with like-minded people and organisations, most recently its partnership with Wishaw & District Housing Association in 2019. Rhona shared that, to celebrate, our developments have thrown parties over the Summer and Autumn periods. So far there have been 30 parties across Scotland with our tenants, with plenty more scheduled. Fantastic to see post covid. Rhona shared pictures of development parties on screen.</p> |
| 2.12 | <p>Rhona advised that our 50th birthday felt like the right time to introduce a more modern brand for the whole business, and the time also feels right to move away from separate Trust and Wishaw & District brands and websites. Rhona reassured members that given the current economic environment we have been very cost sensitive and we have allocated a modest budget for our 50th celebrations. We think we have achieved a new, modern and engaging brand identity at a fraction of the cost of a typical re-brand. The brand blueprint and identity were developed in 2022 in collaboration over a series of focus groups with customers, employees and board members. Rhona noted that the stylisation of the 'r' and 'u' represent the partnership, support and care that lies at the heart of who we are. This also shapes our signature graphic pattern which brings energy to our brand communications. Rhona shared imagery of the new brand, including social media, desktop wallpapers, our recruitment campaigns and our new website. Rhona added that all the photography used across the new brand identity and website are of 'real' customers and employees.</p> |
| 2.13 | <p>On a final note, Rhona added that she is extremely proud of, and thankful to, our skilled Board of Management who continue to think 20+ years ahead and drive Trust forward to meet the housing, health, economic and climate challenges of our time. Rhona assured members that whilst resources and priorities have been re-directed to manage the operational impacts of the pandemic and the cost of living crisis, we have made significant progress in the implementation of our strategy.</p> |
| 2.14 | <p>Rhona advised that this year our Board extended our Time is Now Strategy by 3 years, which takes us to 2027.</p> |
| 2.15 | <p>Rhona summarised our strategy, noting that it is about providing 10/10 customer experiences, meeting the needs of our customers and colleagues, and delivering exceptional value in the process. Rhona added that we are accelerating our investment in technology and improving our service offerings and value for money via a variety of means including working in partnership with others. Rhona stated</p> |

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| | <p>that our strategy is very much about investing in new and existing homes and services and playing our part in meeting national affordable housing need – we plan to invest significantly in improving and maintaining our homes – and we aim to build up to 300 new homes over the period of our Time is Now strategy. Rhona concluded by noting that Trust will also have a real focus on energy efficiency and our journey to net zero, before passing back to the Chair.</p> |
| <p>3.</p> <p>3.1</p> | <p>Apologies</p> <p>Norval went on to the formalities of the meeting and noted that apologies were received from 38 Members and we have received 24 proxies from Members which contributed to the overall quorum at today’s meeting.</p> |
| <p>4.</p> <p>4.1</p> <p>4.2</p> | <p>Minutes of Annual General Meeting and Special General Meeting of 15 September 2022</p> <p>All Members present were in agreement that minutes were an accurate record. The minutes of the AGM were proposed by Mary Niven and seconded by Ian Mitchelmore. The SGM minutes were proposed by Gordon Laurie and seconded by Kyle Ruparelia.</p> <p>Decision: Approved both sets of minutes unanimously.</p> |
| <p>5.</p> <p>5.1</p> <p>5.2</p> <p>5.3</p> | <p>Chair’s Report</p> <p>Norval began by noting that this was his first year as Chair of Trust and it has been a busy and challenging year. Norval noted that Rhona had set the scene very well this morning and has covered the difficulties faced by and within the sector in recent years. Norval commented that our role as Board is to safeguard and protect the interests of Trust tenants. Norval noted that, at its core this means ensuring Trust remains financially viable and regulatory compliant, whilst also moving Trust forward to ensure the business is up to speed in the modern world – where digital opportunities and risks such as cyber security are ever more present.</p> <p>Norval expressed that he was extremely grateful for the continued service of our highly talented, diverse and ambitious Board and Leadership Team at Trust, who have taken the organisation from strength to strength and sustained a resilient business in the face of adversity. Despite the challenging economic environment, turnover increased and the organisation was able to deliver a surplus of £0.5m before pension loss and meet bank covenants. Norval stated that, as Trust is a not for profit charity, any annual surplus remains investment for Trust properties, services and customers.</p> <p>Norval advised that Trust’s bread and butter is investing in our homes to ensure that they meet both the national standards and very importantly the needs of our customers. We have made significant capitalised investment of £5m in our homes last year (doesn’t take into account repairs). We installed 210 kitchens, 117 new bathrooms and we upgraded 228 boiler upgrades and 168 properties with new windows. We also continue to upgrade fire alarms and electrics where required on</p> |

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| | a routine basis to ensure health and safety. We also upgraded 104 lifts across our developments. |
| 5.4 | Norval noted that in the last year Trust have completed medical adaptations to 187 properties – these are of course very important, helping tenants to continue to live safely and comfortably in their homes. Norval also shared that Trust have delivered 42 new energy efficient, social rented homes in the heart of Wishaw – delivered in partnership with Scottish Government, North Lanarkshire council and McTaggart Construction. The finalised works support town centre regeneration and tenants moved into their new homes in January 2023. |
| 5.5 | <p>Norval added that Trust also completed a re-modelling project on the vacant care centre at Lochar Crescent in Pollok, Glasgow. This was completed in March 2023 and delivered 13 ‘Extra Care’ flats in our development, as well as an extended dining room and external improvements.</p> <p>Going forward, working in partnership with our main contractor ‘CCG’, Norval shared that Trust are in the process of delivering 46 new amenity, social rented homes in the centre of Govan, Glasgow with works expected to complete in Spring 2024. The project is funded by a mix of ‘Affordable Housing Support Grant’ from Glasgow City Council and Trust’s private inance.</p> |
| 5.6 | Norval added that Glasgow Union Technical have also commenced retrofit works for 18 of our homes in Skye, with upgrades to cavity wall insulation, solar panels and battery storage systems, air source heat pumps and ventilation upgrades to improve thermal efficiency and help tenants reduce their bills. |
| 5.7 | Norval highlighted Trust’s ambition to deliver a programme of around 50 new affordable homes per year during the strategy period, subject to the external lending environment and business plan capability. These would include developer-led opportunities across the central belt in Glasgow, North Lanarkshire, south Lanarkshire and in North Ayrshire on the Isle of Arran. |
| 5.8 | Norval moved on to share that after a long period of virtual meetings during Covid-19, he is pleased to say that all Board and Audit & Performance Committee Meetings have resumed in person this year. Norval extended his particular thanks to Nicky McLaughlin for his service. Nicky stepped down from the Board this year to focus on work commitments – Norval added that he knew Nicky’s input and presence will be sorely missed. |
| 5.9 | Norval noted his particular thanks to our former Chair John Burke for his incredible contribution to Trust. John stepped down from his position in Sept 2022 after fulfilling his maximum length of service, which included 3 very successful years as Chair. John helped lead in the transformation and growth of the business over the past decade. Likewise in the year, we saw the retirement of Gail Gourlay, Director of Customer Experience whose dedication and impact on Trust over the past 30 years has been remarkable. Her passion for doing the best for tenants and customers was always to the fore, alongside her support for colleagues and championing the very positive culture of our organisation. |

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| 5.10 | Norval concluded his remarks by recognizing Trust's 50 th Birthday, remarking that Trust has been delivering affordable homes and exceptional care for five decades, which is an incredible achievement. Norval added that whilst the organisation has grown and evolved over the years, it has stayed true to its purpose and its values, making a positive difference to customers and communities it serves. |
| 5.11 | Norval expressed his thanks to everyone who has been part of Trust's story. |
| 6. | Annual Review and Accounts |
| 6.1 | Zoe Purdie, Director of Finance and People, explained that Trust is a registered charity in Scotland, providing social landlord and care services and generating income from tenants rent and service charges and local authorities for care services. |
| 6.2 | Zoe noted that Trust has no shareholders or dividends paid out, all surpluses are re-invested into tenants' homes, and that Trust is governed by voluntary unpaid Board Members with a wide range of experience and who have tenant interests at heart. |
| 6.3 | <p>Zoe took the attendees through the highlights of our financial performance from 2022/23, first noting the challenging year impacted by the cost-of-living crisis, soaring energy costs, highest inflation in over 40 years and rising interest rates. Despite these challenges, through sound financial management, Trust delivered a small surplus and importantly satisfied bank covenants. Zoe highlighted the following key metrics:</p> <ul style="list-style-type: none"> • Turnover £36.4m (21/22 £34.2m) • Operating Surplus after interest costs £0.5m (21/22 £1.2m) • £8.4m invested in existing homes (21/22 £11.3m) • Housing Stock value at cost £259m (21/22 £249m) • Net debt (debt less cash) £38m = £10.2k per home (21/22 £8.3k per home) |
| 6.4 | Zoe introduced Andy Shaw, Anderson Anderson Brown (AAB), who went on to provide a high-level summary presentation of the annual accounts. Andy advised this was the second year that AAB were appointed as external auditor and he was pleased to report that the process went smoothly. He thanked the Finance Team for their support and contribution during the audit process. Andy was pleased to report that AAB have issued an unqualified 'clean' audit report and he believed the 2022/23 accounts give a true and fair view and were free from mis-statements. The accounts were prepared in accordance with the required statutory requirements and no significant issues were found with regards to the internal controls with Trust. |
| 6.5 | Decision: Noted Trust's 2022/23 annual accounts. |

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| 7. | <p data-bbox="323 237 1505 271">Appointment of Auditors</p> <p data-bbox="323 304 1505 409">7.1 Norval informed Members that, Anderson Anderson Brown have completed their second audit year for Trust, covering the period 2022/23 and we are seeking re-appointment of Anderson Anderson Brown to complete the audit of 2023/24.</p> <p data-bbox="323 450 1505 524">7.2 The appointment of Anderson Anderson Brown for their third audit year 2023/24 was proposed by Ali Ross and seconded by David Knight.</p> <p data-bbox="323 562 1505 636">7.3 Decision: Approved the appointment of Anderson Anderson Brown, Chartered Accountants and Registered Auditors for 2023/24.</p> |
| 8. | <p data-bbox="323 669 1505 703">Board Membership</p> <p data-bbox="323 741 1505 846">8.1 Claire Mottram, Company Secretary, advised that we had 12 Board Members at the last AGM. We have received 1 resignation during the year and 4 Board Members due to retire who seek re-election:</p> <p data-bbox="323 887 1505 1043">8.2 <ul style="list-style-type: none"> <li data-bbox="384 887 619 920">• David Knight <li data-bbox="384 927 552 960">• Ali Ross <li data-bbox="384 967 608 1001">• Ian Gunning <li data-bbox="384 1008 643 1041">• Kyle Ruparelia </p> <p data-bbox="323 1081 1505 1155">8.3 We also have our new candidate who has been put through the Board Member recruitment process to be elected at today's meeting and that is:</p> <p data-bbox="384 1196 651 1229">• Laura Bornatici</p> <p data-bbox="323 1270 1505 1303">Decision: Laura Bornatici is elected to the Trust Board.</p> <p data-bbox="323 1299 1505 1400">8.4</p> |
| 9. | <p data-bbox="323 1402 1505 1435">Any Other Business / Questions for the Panel</p> <p data-bbox="323 1476 1505 1581">9.1 Norval advised that we had received pre-submitted questions from the membership who were unable to attend virtually today. The questions are noted below with the officer's response.</p> <p data-bbox="323 1621 1505 1727">9.2 <i>Q1) I am a tenant living in a Trust development on the West Coast. Can more security can be considered for the outside of my building due to concerns I have around ASB in the local area?</i></p> <p data-bbox="323 1767 1505 1951">9.3 Jenny Wallace, Director of Customer Experience, expressed that she was sorry to hear about the ASB issues around their development and advised that Trust will look to investigate the ASB further, including liaising with the local team and Police to consider potential next steps to assist with the feeling of safety and security around the development.</p> <p data-bbox="323 1991 1505 2060">9.4 <i>Q2) I am a tenant in the central belt area and I am wondering, with the current cost of living crisis and the struggle for tenants, if Trust will consider</i></p> |

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| | <i>offsetting rent increases for tenants going forward, or would Trust consider a rent freeze?</i> |
| 9.5 | Zoe Purdie, Director of Finance & People advised that Trust absolutely appreciates the impact the cost of living crisis is having on our customers and have tried to limit increases in our charges as far as possible. Unfortunately Trust, and the social housing sector as a whole, have also experienced high cost increases as a result of the cost of living crisis, for example; |
| 9.6 | <ul style="list-style-type: none"> - Trust's energy costs have increased from £1.7m per year to over £5m per year - the cost of materials and labour to maintain and improve your homes has increased by up to 30%, - insurance costs have increased by 35%, and - the national minimum wage has increased by 17% during this period. |
| 9.7 | In contrast Trust rent increases have been restricted to 4.2% and 7% over the last two years, and we have also funded an additional welfare benefits advisor and a hardship fund for those struggling the most. £1m of the energy cost increases haven't been passed on to customers, these are being carried by Trust and will be smoothed into later years charges to help customer affordability. As you've heard in the earlier financial update, the organisations surpluses have been hit hard during these challenging times. |
| 9.8 | Zoe concluded that customer affordability and value for money is always at the forefront of everything we do, this must be balanced with ensuring the long term financial viability of the organisation to be able to provide safe and secure homes, a rent freeze, even for one year, while all our costs are increasing is not an option financially for Trust. |
| 9.9 | <i>Q3) I am a tenant and have fond memories of the in person AGMs. I wonder if these in person events for tenants will be put back on in the future?</i> |
| 9.10 | Jenny advised that before Covid when we held the in person AGMs it formed part of a larger tenant conference event. It has been a challenge to consider the in person events in relation to the logistics and cost associated with returning to doing things in the way we used to. However we are launching a new Customer Engagement strategy and have recently recruited our new Comms and Engagement Partner and Comms and Engagement Solutions Specialist. A large part of the new strategy is to review how we can provide customers an opportunity to engage with us and each other in a range of ways which will include in person events that may be more geographically led or topic specific. But we will also use the technology we have that allows customers from further away, or unable to travel to in person events to be included and get involved. So we may continue to do AGMs in this way but have different in person events and opportunities for customers going forward. |
| 9.11 | <i>Q4) I'm a tenant in the central belt and I'm looking to see when our development will get new bathrooms and also when will fences be re-painted?</i> |

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| 9.12 | <p>Jackie advised that every 5 years or so we carry out a Stock Condition Survey (SCS) which helps us to plan our 5 year investment programme. Jackie noted that our next survey starts in March 2024 and will complete later in 2024 after which we will start planning our next 5 year investment programme. We will share our plan with customers once this work is complete. With regards to external painting, this particular fence was last painted in 2021 and our five yearly cycle would mean this would be due for re paint in 2026. However, should either this particular fence or bathroom be in a particularly poor condition, our reactive maintenance inspector can visit to inspect the property. To raise a request for an inspection, this can be done via our report a repair form on our new website or via emailing the repairs team. This will raise an inspection on our system and an inspector will contact you to arrange a suitable time to visit.</p> |
| 10. | Conclusion of Meeting |
| 10.1 | Norval thanked all Members for attending today's meeting. |