



Minutes of a board meeting of Castle Rock Edinvar Housing Association Limited t/as Places for People Scotland ('PfPS' or the 'Association') held at 4 pm on Thursday 18 January 2024 at 1-2 St Andrew Square, Edinburgh, EH2 2BD and via Microsoft Teams

Present: Pamela Scott (Chair - PS)
Janet Hamblin (JH)
Moira Sibbald (MS)
Euan Campbell (EC)
Katie Smart (Director, PfPDS - KS)
Andrew Winstanley (Chief Financial Officer - AW)

In Attendance: Heather Claridge (Observer – non-executive director, pending appointment)
Bryan Ballie-Sherriff (Observer – non-executive director pending appointment)
Steve Ashton (Group Partnership Director – PA)
Jeannie Raine (Contract Delivery Manager – JR)
Kate Alsop (Group Company Secretary- KA)
Marion Ameresekere (Deputy Group Company Secretary - MA)

Actions

1.0 APOLOGIES

1.1 Apologies for absence were received from Kenny Fraser.

2.0 CHAIR'S INTRODUCTION

2.1 It was noted that a quorum was present, so the meeting was declared constituted and open.

2.2 The Chair welcomed all those present by Microsoft Teams.

2.3 The Chair reminded that the meeting had been arranged to discuss the outcome of the Reidvale shareholders' vote at the Reidvale SGM held on 15 January 2024.

*Via Teams

2.4 The vote had failed to obtain the required 2/3rd majority to proceed with the proposed Transfer of Engagement (ToR). The No Campaign had been successful in influencing the shareholders to vote against the transfer.

3.0 DECLARATIONS OF INTERESTS

3.1 There were no new disclosures or updates to existing disclosures of interests.

7 REIDVALE HOUSING ASSOCIATION (Reidvale) ACCEPTING THE TRANSFER OF ENGAGEMENT (ToE) – SGM UPDATE

7.1 KS commented that the ToE proposal had been driven by a strict regulatory process which required the tenant's positive ballot (December 2023) vote to be supported by the shareholders at the SGM held on 15 January 2024.

7.2 KS explained the work done by Reidvale in conjunction with PfPS to promote the ToE and outline the benefits for the community and the Reidvale tenants. This included making contact with the shareholders to encourage them to attend the SGM in person or vote by proxy or online.

7.3 KS informed that there had been some misinformation in the public domain in regards to the ToE and responses had been provided to correct this but they had not been approved for publication by the authorities concerned.

7.4 There had been a number of peaceful protests by the No Campaign outside the Reidvale premises and neighbourhood community centres. The community police had attended at the request of Reidvale to ensure everyone was kept safe.

7.5 With respect to the SGM proceedings, KS commented that the meeting had commenced a bit later than scheduled.



7.6 KS commented that out of a total of 440 shareholders, 208 had attended the meeting and there had been 73 proxy votes, out of which only 70 voted in support of the ToE and 138 against. The No Campaign had impacted the shareholder vote and was very different to that of the tenants'.

- 7.7 It was noted that the primary reason for the shareholders' 'no' vote surrounded concerns regarding independence as a community based association.
- 7.8 The Board discussed at length the reasons behind the outcome and whether there was anything above what was done to persuade the shareholders to support the ToE. There was also discussion around the No Campaign and its impact on the vote. It was noted that an article in the media regarding irregularities on the transfer process had been responded to. Also, a meeting was requested with Paul Sweeney (Labour MSP) involved in the No Campaign to discuss his concerns. Mr Sweeney had chosen not to meet with PFPS
- 7.9 KS informed that Reidvale were having a Management Committee (MC) meeting on 31 January 2024 to discuss the outcome and to decide on the next steps and higher level options available. KS shared the 2 options believed open to Reidvale Management are: (1) to decide to continue with the ToE without the Scottish Housing Regulator (SHR) support, and (2) to request SHR's support for a Directed Transfer which would result in an approx. 3 month delay to the proposed plan. It was noted that in option 2 above, SHR would appoint a Statutory Manager to supervise the ToE. The shareholders will have input into the way forward with the management team. KS agreed to provide an update at the next meeting. KS
- 7.10 KS commented that as the vote was no to the ToE. The MC, in light of the high level SHR supervision, will still need to address non-compliance of SHR standards and failure in H&S compliance. [REDACTED]
- 7.11 The Board discussed and examined their views on option 2, a SHR Directed Transfer and the commitments that might be required over and above those planned in the ToE. If this is a likely route forward the Executive and the Board would need to think carefully about this as potentially there may be more operational risks.
- 7.12 The Board noting that the ToE was now null and void, discussed and examined the potential impact on the Association's reputation and growth ambitions and how to manage these going forward and how to mitigate any risks.
- 7.13 Having had a lengthy discussion the Board was supportive of the Association continuing to raise its profile in the Reidvale neighbourhood and in Glasgow by continuing the existing community activities and engaging in new initiatives provided that such activities were within its powers. It was agreed that this point would be checked and the Board advised.

KS commented that PfPS owned the head lease of the neighbourhood centre and ongoing support would be provided including engagement with Reidvale.

7.14 Following discussion on the negative messaging in the media and news on the public domain directed at PfPS and the Group , the Board asked KS to ensure that robust posts were published, disputing and/or correcting any misinformation that could cause reputational damage and impact its future activities and engagement in Scotland. KS outlined certain strategies to combat and correct negative and false information in the public domain.

7.15

[REDACTED]

7.16 In summary, KS took actions to :

1. to produce robust and reactive statements in response to any negative news and to demonstrate PFPS ongoing commitment to the community and Glasgow and share the communications plan;
2. to revert to the Board with a report on the links to other parts of the group in Glasgow.
3. to continue to seek other opportunities in the area.

KS

7.17 The Board requested a growth and partnership update which KS commented would be included in the 2024 Strategy session in March. An update would be provided at the next meeting.

SA

8 ANY OTHER BUSINESS

8.1 There was no other business.

9 DATE(S) OF NEXT MEETING(S)

9.1 7 February 2024 – (scheduled board meeting)


Pamela Scott (Mar 8, 2024 10:21 GMT)