



**MINUTES OF 21<sup>ST</sup> ANNUAL GENERAL MEETING  
HELD ON 16 SEPTEMBER 2020 @ 10.15am  
VIA ZOOM**

Present: Mike Scott, Director OH (MS)  
Robert Hepburn, Director OH (RH)  
Douglas Bodie, Director OH (DB)  
Jonathan Young, Director OH (JY)  
Stuart Robertson, Director OH (SR)  
Brian Topping, Director OH (BT)  
Simpson Buglass, Director OH (SB)  
Raymond Edgar, Director OH (RE)

Apologies: Marian Reid, Director OH (MR)

Attending: Glenn Adcook, Chief Executive OH (CEO)  
Sofia Redford, Corporate Services Officer OH (Minutes) (CSO)  
Clare Ruxton, Corporate Services Manager OH (CSM)  
Stacy Angus, Housing Services Manager OH (HSM)

Minute No	Subject	Action
1.	<p><b>APOLOGIES</b></p> <p>An apology had been received from Marian Reid.</p>	<b>Chair</b>
2	<p><b>MINUTE OF 20<sup>TH</sup> ANNUAL GENERAL MEETING</b></p> <p>The Board considered the minute from the 20<sup>th</sup> Annual General Meeting held on 25<sup>th</sup> September 2019 and agreed they were a true and accurate record of the meeting. The minute was proposed by DB and seconded by BT.</p> <p><b>The Minute from the 20<sup>th</sup> AGM was approved accordingly.</b></p>	<b>Chair</b>

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3	<p><b>CHAIR'S REPORT</b></p> <p>The full Chair's report had been circulated to all Board members ahead of the meeting. The Chair gave a summarised report to the Board detailing the main events and highlights of the 2019/20 year.</p> <p><b>The AGM received and noted the Chair's summary delivered at the meeting and the full report which is appended to the minute for completeness.</b></p> <p><b>BT proposed a vote of thanks to the chair for his excellent stewardship during the year – this was fully endorsed by the Board.</b></p>	Chair

DRAFT

Minute No	Subject	Action
4	<p><b>AUDITED ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2020</b></p> <p>The CFO advised the meeting that the Audited Accounts were approved and signed at the Board Meeting on 26<sup>th</sup> August 2020 and have subsequently been filed with Companies House.</p> <p>The CEO highlighted that for the first time the company had achieved a £10M plus turnover.</p> <p><b>Adoption of the Audited Accounts was proposed by RH and seconded by DB.</b></p>	CFO
5	<p><b>AUDITOR ARRANGEMENTS</b></p> <p>The CFO recommended that in view of the proposed Transfer of Engagements and to ensure informed continuity a tender for the external auditor contract should not be undertaken this year and that the current auditors RSM UK should be re-appointed for the year ending 31 March 2021.</p> <p><b>The recommended audit arrangements were proposed by RH and seconded by DB and unanimously agreed by the Board. RSM UK were duly re-appointed.</b></p>	CFO
6	<p><b>RESIGNATION OF BOARD MEMBERS</b></p> <p>The Chair explained that under OH's Articles of Association (Article 39a) one-third or the nearest number thereto retire at the conclusion of each AGM. As the Board comprises 9 Directors 3 are required to retire.</p> <p>Article 39b i – The Board members required to retire are those that have been longest in office since their last appointment or re-appointment These were Rab Hepburn, Mike Scott and Douglas Bodie.</p> <p>The Board noted that in accordance with Article 43a xi "The 9 Year Rule" that Michael Scott, Robert Hepburn, Brian Topping, Jonathan Young and Douglas Bodie had served for a period exceeding 9 years were also required to resign. Having considered the positions of these Directors the AGM noted they remain fit for the role, able to continue and confirmed their re-election accordingly.</p>	CEO

Minute No	Subject	Action
	<p>Robin Parkinson who had been co-opted to the Board on 7 July 2020 had decided to not stand for election to the Board and did not wish to continue as a co-optee.</p> <p>The remaining current Directors of the Company had confirmed their willingness to continue their membership of the Board.</p> <p><b>RH, MS, and DB resigned from the Board in accordance with company Article of Association 39b i.</b></p> <p><b>MS, RH, BT, JY and DB resigned from the Board in accordance with company Articles of Association 43a xi.</b></p> <p><b>RP resigned from the Board in accordance with company Article of Association 39b ii.</b></p>	
7	<p><b>ELECTION OF BOARD MEMBERS</b></p> <p>Those Directors who stood down under Article 39b i are eligible for re-election without nomination.</p> <p><b>RH, MS, DB were unanimously re-elected to the Board.</b></p> <p>The Chair confirmed that the Board had considered the position of each of the directors who stood down under article 43a xi and has resolved to permit them to stand again.</p> <p><b>MS, RH, HS, BT, JY and DB were unanimously re-elected to the Board.</b></p> <p><b>The remaining current Directors of the Company had confirmed their willingness to continue their membership of the Board.</b></p> <p>The Chair thanked all for attending and declared the meeting closed at 10:45am</p>	

Signed \_\_\_\_\_

Date \_\_\_\_\_