



<b>Event</b>	Who Cares? Scotland AGM 2020 West Brewery, Glasgow G40 1AW		
<b>Scribe</b>	Sam Baillie	<b>Date</b>	21/02/2020

### Minutes

<b>Attendees</b>	
Board Members Present	Ryan McCuaig (Chair), Megan Sutherland (Vice-Chair), Alicia Santana, Anna Fowlie, Carron Bell, Lee Davidson, Liz Delaney, Sarah-Jane Linton, Seonag MacKinnon
15 WC?S Family Members Present	Amie Tait, Angela Haverstock, Carmel Jacob, Ishbel Holmes, Lauren Barrie, Liam Slaven, Lynda Greig, Ryan McShane, Courtney McNally, Allysa Clark, Tamin Grey, Aylesha Meads, David Anderson, Josh Gorst, Thomas Carlton
WC?S Family Members who voted online	Alastair Redpath, Amy-Beth Miah*, Anthony Nicol, Carla Thomas, Courtney McDowell, Jeanette Miller, Katherine Bayne, Lisa Marie Bowden, Marie Lally, Marissa Roxburgh*, Robert Hamilton, Sharon Erskine, Thomas Dalli, Tony Anderson <i>*Members were also present at AGM but did not vote again</i>
Candidates standing for Board election present	Carmel Jacob (family member), David Middleton, Jennifer Royston, Trevor Hillman
<b>Agenda items</b>	
Welcome and Report from the Chair	<ul style="list-style-type: none"> <li>- Ryan McCuaig and Megan Sutherland opened proceedings. Ryan McCuaig presented the WC?S annual report.</li> <li>- The new office was announced, with the contracts currently being reviewed by lawyers. WC?S will advise members of new address nearer to May.</li> <li>- Last summer, we did encounter funding difficulties after a letter with a range of allegations about our organisation was circulated to our funders, who were understandably very concerned. We notified OSCR of this matter and instructed a full independent review of the allegations which related to safeguarding, culture, leadership and governance. Following several months of investigation, the process found no evidence of a culture that is deliberately harmful to our members and no evidence of any safeguarding incidents which we weren't aware and managed appropriately. We received a number of recommendations to help us boost some of our policies and procedures, which we are now implementing. Our response was comprehensive and OSCR and our funders were satisfied.</li> <li>- There are some financial restraints as a result and it is unlikely that money will be put into the reserves.</li> </ul>

<p>2018 Minutes, Annual Accounts and Auditor Appointment</p>	<p><u>Minutes of the AGM held 27<sup>th</sup> October 2018</u></p> <ul style="list-style-type: none"> <li>- Megan introduced the minutes and reviewed some of the questions posed by members at the 2018 meeting:</li> </ul> <p><b>Q:</b> Why is the age limit 26 for the care experienced bursary?  <b>A:</b> There will be an update in the next Speak Out regarding the Care Experienced bursaries.</p> <p><b>Q:</b> Can WC?S communicate with YP in different ways?  <b>A:</b> We have diversified how to communicate with members, with email found to be the most preferred method. We also use a range of social media and Local FB groups. Monthly newsflash, email and advocates sharing information, too.</p> <p><b>Q:</b> Why haven't we seen improvements to the website?  <b>A:</b> This is done, and we have added information on board members as well as other sections.</p> <p><b>Q:</b> Why is the WC?S logo white, able-bodied people?  <b>A:</b> Looking into rebranding this, but financial difficulties stopped significant progress. Will be done this year (2020).</p> <p><b>Q:</b> The format for AGM is like a LAAC review.  <b>A:</b> The format has been changed to address this concern. Board members are sat in the front few rows rather than at a table facing the members.</p> <p><b>The minutes of the meeting were approved.</b>  <b>Proposed: Liam Slaven; Seconded: Linda Greig.</b></p> <p><u>Annual accounts for year ending 31<sup>st</sup> March 2019</u></p> <ul style="list-style-type: none"> <li>- A summary of the annual accounts was discussed, and complete copies of the accounts were provided to those who requested them.</li> </ul> <p><b>The accounts were approved.</b>  <b>Proposed: Linda Greig; Seconded: Amy-Beth Miah.</b></p> <p><u>Auditor Appointments</u></p> <ul style="list-style-type: none"> <li>- WCS have used Wylie and Bisset in the past. The recommendation is to appoint them again to ensure integrity.</li> </ul> <p><b>Wylie and Bissett were reappointed as auditors.</b>  <b>Proposed: Ishbel Holmes; Seconded: Linda Greig.</b></p>
<p>Special resolution – Amendment of Articles of Association</p>	<p><u>Proposed amendments to Articles of Association (Constitution)</u></p> <ul style="list-style-type: none"> <li>- Ryan explained that the Constitution sets out the rules by which the organisation operates. It was recommended that we add two new sections which give more detail on our recruitment process for Board directors and the circumstances in which we would seek to remove a Board director.</li> </ul>

	<ul style="list-style-type: none"> <li>- The following additions were proposed:  Article 52: The directors will oversee a recruitment process for new directors in advance of elections, to ensure potential candidates are best prepared to assume the roles.</li>   Article 54. A director shall automatically vacate office in accordance with article 52 or if any of the following occurs:  an investigation by the directors finds he/she has materially breached the code of conduct or seriously or persistently breached charity trustee duties.   <li>- Members who had already voted online were instructed not to vote again. The first vote was counted incorrectly so the vote was done again.</li>   <li>- 14 members vote online, 15 members were eligible to vote in the room. A 75% Yes vote was required.</li> </ul> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th></th> <th>Yes</th> <th>No</th> <th>Prefer not to vote</th> <th>% Yes Votes</th> </tr> </thead> <tbody> <tr> <td>Online</td> <td>13</td> <td>1</td> <td>0</td> <td>92.9%</td> </tr> <tr> <td>In Person</td> <td>10</td> <td>0</td> <td>5</td> <td>66.7%</td> </tr> <tr> <td></td> <td><b>23</b></td> <td><b>1</b></td> <td><b>5</b></td> <td><b>79.3%</b></td> </tr> </tbody> </table> <p><b>The Resolution to amend the Constitution was passed.</b></p>		Yes	No	Prefer not to vote	% Yes Votes	Online	13	1	0	92.9%	In Person	10	0	5	66.7%		<b>23</b>	<b>1</b>	<b>5</b>	<b>79.3%</b>										
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Board resignations, acknowledgment and elections	<ul style="list-style-type: none"> <li>- Board members who resigned in 2018/2019 are Liz Delaney, Carron Bell, Jimmy Paul and Laura Lloyd. Special thanks were given to Liz and Carron for all their hard work and commitment. They were presented with flowers and a WC?S scarf.</li>   <li>- Megan explained the recruitment process and introduced the candidates. Jen, Carmel, Trevor and David each spoke to the assembly. Shaun could not be present but sent a video.</li>   <li>- After the candidates spoke, members voted for each of them in turn. There were enough places on the board for election of all five candidates. Members who had already voted online were instructed not to vote again.</li>   <li>- 14 members voted online, 12 members were eligible to vote in the room. A simple majority was required.</li> </ul> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th>Carmel Jacob</th> <th>Yes</th> <th>No</th> <th>Prefer not to vote</th> <th>% Yes</th> </tr> </thead> <tbody> <tr> <td>Online</td> <td>12</td> <td>1</td> <td>1</td> <td>85.7%</td> </tr> <tr> <td>In Person</td> <td>12</td> <td>0</td> <td>0</td> <td>100.0%</td> </tr> <tr> <td></td> <td><b>24</b></td> <td><b>1</b></td> <td><b>1</b></td> <td><b>92.3%</b></td> </tr> <tr> <th>David Middleton</th> <th>Yes</th> <th>No</th> <th>Prefer not to vote</th> <th></th> </tr> <tr> <td>Online</td> <td>6</td> <td>4</td> <td>4</td> <td>42.9%</td> </tr> </tbody> </table>	Carmel Jacob	Yes	No	Prefer not to vote	% Yes	Online	12	1	1	85.7%	In Person	12	0	0	100.0%		<b>24</b>	<b>1</b>	<b>1</b>	<b>92.3%</b>	David Middleton	Yes	No	Prefer not to vote		Online	6	4	4	42.9%
Carmel Jacob	Yes	No	Prefer not to vote	% Yes																											
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	In Person	11	0	1	91.7%
		<b>17</b>	<b>4</b>	<b>5</b>	<b>65.4%</b>
	Jennifer Royston	Yes	No	Prefer not to vote	
	Online	8	2	4	57.1%
		<b>18</b>	<b>2</b>	<b>6</b>	<b>69.2%</b>
	In Person	10	0	2	83.3%
		<b>18</b>	<b>2</b>	<b>6</b>	<b>69.2%</b>
	Shaun Brittain	Yes	No	Prefer not to vote	
	Online	9	3	2	64.3%
		<b>21</b>	<b>3</b>	<b>2</b>	<b>80.8%</b>
	In Person	12	0	0	100.0%
		<b>21</b>	<b>3</b>	<b>2</b>	<b>80.8%</b>
	Trevor Hillman	Yes	No	Prefer not to vote	
	Online	7	3	4	50.0%
<b>19</b>		<b>3</b>	<b>4</b>	<b>73.1%</b>	
In Person	12	0	0	100.0%	
	<b>19</b>	<b>3</b>	<b>4</b>	<b>73.1%</b>	
Question & Answer Session	<p><b>Q:</b> Ryan McShane asked for a more varied range of board members</p> <p><b>A:</b> Ryan McCuaig explained that it's not like a SYP election. There were 14 applications who were reduced to 5 through a vigorous recruitment process. There were enough vacancies to vote in all 5. It was acknowledged that the same question was asked last year.</p> <p><b>The official business of the AGM was brought to a close.</b></p>				