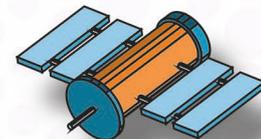


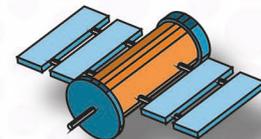
<b>Event</b>	Who Cares? Scotland Digital Members' Assembly & AGM		
<b>Facilitators</b>	Melissa Craib, Ryan McCuaig (WCS Board Chair) and Megan Sutherland (WCS Board Vice-Chair)	<b>Date</b>	27/02/2021

### Minutes

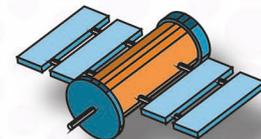
<b>Attendees</b>	
Board Members Present	Ryan McCuaig (Chair), Megan Sutherland (Vice-Chair), Alicia Santana, Carmel Jacob, David Middleton, Jen Royston, Sarah-Jane Linton, Seonag MacKinnon, Shaun Brittain, Trevor Hillman
Newly Elected Board Members Present	Carol Kirk, Kevin Timlin, Ruth Wallace, Sarah Blackmore
Board Member Apologies	Euan Haggerty, Ian Price, Lee Davidson
WCS Family Members Present	Amie Tait, Jasmin Kasaya Pilling, Jeanette Miller, Kira Henry, Liam Slaven, Louise Kelly, Lynda Greig, Maria Kelly, Marissa Roxburgh, Nicole Bain, Ryan McShane, Shannon Boston, Thomas Bartlett, Tia Mure, Xavier Rae
<b>Introduction</b>	
Melissa Craib	<p>Brief pre-event discussion on dogs versus cats in the chat which got members engaged in the Members' Assembly before it formally began.</p> <p><b>Introduction</b> Melissa introduced the Members' Assembly – "we will always adapt". Explained the agenda, the Digital Participation Agreement and signposted the safe spaces. Ruby and Kieran introduced themselves as safe space leads and posted their phone numbers in the chat.</p> <p><b>Opening icebreaker</b> Melissa asked the Members' Assembly to name Care Experienced Fictional Characters, celebrities, creatives and historical figures. Answers included:</p> <ul style="list-style-type: none"> <li>• Eragon; Stuart Little; Heathcliff; Anne of Green Gables; Spiderman</li> <li>• Steve Jobs, Obama, Malcolm X, Marilyn Monroe, Billy Connolly</li> <li>• John Lennon, Rita Ora, Jenni Fagan, Cathy Glass</li> <li>• Mary Queen of Scots</li> </ul> <p><b>Opening video</b> Melissa played the Who Cares? Highlights video created and narrated by Sam Baillie. Some of the responses in the chat during the video included:</p> <ul style="list-style-type: none"> <li>• The Christmas tree just hit me in the feels! Dunno about Stevie G tho!</li> <li>• Amazing!</li> <li>• Brilliant video!</li> </ul> <p>Melissa introduced workshop facilitators and then passed the event over to Ryan McCuaig and Megan Sutherland for the AGM.</p>



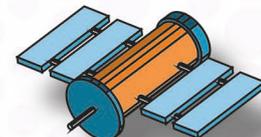
Agenda Items	AGM
<p>Welcome and Report from the Chair, Ryan McCuaig</p>	<p>Ryan introduced basic housekeeping and presented his report.</p> <ul style="list-style-type: none"> <li>● Ryan noted the difficulties with the pandemic in relation to Care Experienced people; detailed the organisational response in full; events and participation; digital advocacy work.</li> <li>● Explained the democratisation of Who Cares? Scotland, and the introduction of the National Representative Body. NRB members selected by WCS members will help shape the future direction of WCS and represent our members.</li> <li>● Discussed our influencing work; significant national media events; ‘Who We Are’ project; digital Love Rally; Policy influencing; and Corporate Parenting training.</li> <li>● Launch of our Annual Participation Programme.</li> <li>● Explained our Pioneering work; £1.7M fundraising from supporters, trusts, foundations and the Scottish Government; funding helped deliver the counselling service and helpline; on track to put money into our reserves.</li> <li>● Highlighted that we’ve added capacity to our comms which will allow us to develop this area. We’ve also started using analytics to identify what resonates with our members online.</li> <li>● Development opportunities for staff; including trauma-informed training sessions with NHS Scotland.</li> </ul> <p><b>Q&amp;A</b></p> <p>Q. Xavier: What is WCS planning to do with surplus funds, apart from adding to our reserves?”</p> <p>A. Ryan: We will continue to invest in our key service areas, as well as our newer offers such as our helpline. Louise Hunter will also be able to speak of this in more detail.</p>
<p>Minutes of the previous AGM 21.02.20, Megan Sutherland</p>	<p>Megan reviewed the minutes of last year’s AGM and addressed some of the questions that were asked.</p> <ul style="list-style-type: none"> <li>● WCS launched our annual report.</li> <li>● The move to a new office is complete.</li> <li>● We have implemented all recommendations that arose from the investigation into WCS.</li> <li>● The age limit for Care Experienced bursaries was explained in Speak Out.</li> <li>● Last AGM members asked if WCS could communicate in more ways – We are now on Instagram, utilise local Facebook groups, and send out monthly “Newsflash” newsletters.</li> <li>● We have added new sections and improvements to our website.</li> <li>● Complaints that the WCS logo lacks diversity – in response to this, we have created a new logo and branding elements which will be presented later at the Members’ Assembly.</li> <li>● The AGM’s format felt similar to a LAAC process – we have now adjusted the format in response to this concern.</li> </ul>



	<ul style="list-style-type: none"><li>• Amended the Articles of Association – tightened up recruitment process for board members; can now remove board members who break code of conduct – these articles have now been passed.</li><li>• New board members were welcomed.</li></ul> <p><b>The minutes of the 2020 AGM were approved. Proposed by Maria Kelly, Seconded by Lynda Greig</b></p>
Review of the accounts for year ending 31.03.20, Megan Sutherland	<p>Megan provided a finance update and review of the accounts for the year ending 31.03.20 (pre-pandemic).</p> <p><b>Income</b></p> <ul style="list-style-type: none"><li>• Accounts were approved by the auditors – “no cause for concern”. Explained different types of income (Trust, fundraisers, government grants, LA grants, other). £4.8M income.</li><li>• Explained why fundraising income was down. Explained the context and that, due to its low proportionality of total income, less fundraising funds was not significant in the overall picture of WCS finances.</li></ul> <p><b>Spending</b></p> <ul style="list-style-type: none"><li>• WCS Spent £3.8M on staff, £1M on non-staffing expenditure.</li><li>• £6K surplus funds for the financial year. Megan demonstrated examples of Who Cares? Scotland’s various costs to give context to non-staff expenditures.</li><li>• Explained why staffing costs are high in comparison to non-staffing expenditures - “We’re a people organisation.”</li><li>• Covered our fixed assets – explained that some of our fixed assets have naturally decreased in value.</li><li>• Explained current assets; current liabilities; and restricted and unrestricted funds.</li><li>• Our reserves can currently sustain 8 weeks of organisational expenditure – we are aiming to increase this to 12 weeks.</li></ul> <p><b>Q&amp;A</b></p> <p>Q. Ryan McShane: “Do you always have to spend restricted income funds, [and] is that why the number is zero”</p> <p>A. Megan: Yes – we cannot spend leftover restricted funds, so we have to use it all. We can sometimes carry it forward to next year’s project, or a different project.</p> <p>Q. Ryan McShane: Do you have to inform funders that we have spent or not spent all these funds?</p> <p>A. Megan: Yes, but funders are usually understanding. For example, we received money for Summer Camp, which ultimately did not take place, but the funder allowed us to use these funds for our Christmas offer. Funders are generally pretty happy to reallocate funds to other projects, especially with the pandemic in consideration.</p>



	<p><b>Financial successes</b></p> <ul style="list-style-type: none"> <li>• Our Christmas appeal was highly successful and led to the most money we've ever received at Christmas.</li> <li>• Megan explained funding via the Care Review.</li> <li>• Care Experienced History Month has brought in new types of funders.</li> <li>• The new CEO will lead to more donations and funds, as the amount of meetings she will be part of naturally leads to more donations.</li> <li>• "Despite COVID we're doing OK"</li> </ul> <p><b>The accounts for year ending 31.03.20 were approved.</b>  <b>Proposed by Jeanette Miller, Seconded by Ryan McShane</b></p>
<p>Appointment of the Auditors, Megan Sutherland</p>	<p>Megan asked the members to reappoint Wylie and Bissett to audit our finances.</p> <p><b>Wylie and Bissett were reappointed as auditors.</b>  <b>Proposed by Lynda Greig, Seconded by Maria Kelly</b></p>
<p>Special Resolution: Amendment of the Articles of Association, Ryan McCuaig</p>	<p>Ryan explained what the Articles of Association are and that a Special Resolution to amend them requires a 75% yes vote from members voting. Prior to the event, complete copies of the existing Articles, the proposed new Articles and a summary of the proposed changes were shared with members. The summary of proposed changes was shared on screen and discussed prior to the vote.</p> <p>The proposed material changes were:</p> <ul style="list-style-type: none"> <li>• Add in a definition of "Care Experienced" to the Articles of Association.</li> <li>• Update to our Membership structure to remove references to 'alumni' as a separate membership category. Used to have a "family member" and an "alumni" member. WCS does not want to differentiate between alumni and other types of members anymore.</li> <li>• Give directors flexibility to work with staff to update membership applications if required. Introduce a mechanism to remove members if they've broken our rules, in order to ensure safeguarding.</li> <li>• Allow meetings and decisions by the board to be valid if done over email, Zoom or other electronic means.</li> <li>• Improve organisation stability by removing requirement that a third of the board step down at each AGM. This will be replaced by "board terms"; directors can serve for 4 years and then be eligible for re-election for another 4 year term.</li> <li>• Make it clear all Care Experienced members can access support, even if they are a director. Ryan explained this was a law technicality, and that we would always provide support regardless.</li> </ul> <p><b>Q&amp;A</b>  Q. Ryan McShane: Noted that the definition of Care Experienced might be controversial. Felt he was an active member of WCS but wasn't aware of how the definition of "Care Experienced" was reached, especially as it was approved by the Scottish Government. Wants to know how this process was conducted.</p>



	<p>A. Ryan McCuaig: We tried to embrace the broadest and most inclusive definition of Care Experience. Ryan will email the process of consultation to Ryan McShane.</p> <p>Q. Liam: What about people who don't have a formal requirement to be supervised by the Local Authority, but still have social work involvement? Concerned that they don't fall into this definition of Care Experienced.</p> <p>A. Ryan McCuaig: This will not be used to define who is Care Experienced from a WCS perspective, but rather simply for usage in the Articles of Association. This definition will not determine who receives support from WCS.</p> <p>Q. Lynda: "Does it cover unofficial care?"</p> <p>A. Ryan McCuaig: Yes, it will still cover this.</p> <p>The members were asked to vote to approve the Special Resolution to amend the Articles of Association via live Zoom polling. The votes were verified later in the day. 14 people voted. 1 vote was disqualified because they were not a member. The vote was passed by 92% - 12 YES votes to 1 NO vote.</p> <p><b>The Special Resolution to amend the Articles of Association was approved.</b></p>
<p>Resignations and acknowledgements of remaining Board Members, Ryan McCuaig</p>	<p>Ryan offered thanks and best wishes to the board members who have stepped down since the last AGM.</p> <ul style="list-style-type: none"> <li>• Anna Fowlie</li> <li>• Ian Price</li> <li>• Seonag MacKinnon</li> </ul>
<p>Introduction of newly elected Board Members, Megan Sutherland</p>	<p>Following a rigorous recruitment process, 4 candidates were put forward for election by the members. In order to allow all members to vote, even if they were unable to attend the AGM, the voting process took place online in the two weeks prior. Each candidate required to be elected by a simple majority. A total of 30 WCS family members voted and all 4 candidates were elected. Megan introduced the new board members and they each said a brief hello. The new board members are:</p> <ul style="list-style-type: none"> <li>• Carol Kirk</li> <li>• Kevin Timlin</li> <li>• Ruth Wallace</li> <li>• Sarah Blackmore</li> </ul> <p>In order to meet our constitutional requirement for 1/3 of board members to step down at each AGM, Sarah-Jane Linton was also put forward for re-election and was successfully re-elected to the board.</p> <p>There were no further questions, and the AGM was brought to a close.</p>