



Event	Who Cares? Scotland AGM 2022		
Scribe	Sam Baillie	Date	28/02/2022

Minutes

Attendees	
Board Members Present	Ryan McCuaig, Alicia Santana, Carmel Jacob, David Middleton, Euan Haggerty, Jennifer Royston, Kevin Timlin, Lee Davidson, Megan Moffat, Sarah Blackmore, Sarah-Jane Linton, Shaun Brittain, Trevor Hillman
Board Member Apologies	Carol Kirk and Ruth Wallace
Board members standing for re-election	Alicia Santana and Euan Haggerty
WC?S Family Members Present (15)	Amie Tait, Angela Haverstock, David Anderson, James McColm, James Moohan, Jeanette Miller, Kira Henry, Leanne Bowers, Neil Duncan, Robert Hamilton, Ryan Howard, Ryan McShane, Samantha Upton, Shannon Boston and Stephanie Eregbu
WC?S Family Members who voted online (4)	Alice Ferguson, Kasey Raiker, Reebecka McGarva, Taegan Lewis
Agenda items	
Welcome and Report from the Chair	<ul style="list-style-type: none"> Elle Scott (Advocacy & Participation Worker) introduced the AGM, highlighted participant’s consent to digital participation agreement. Ross Thomson (Evidence & Impact Coordinator) hosted icebreaker & Menti quiz. Ryan McCuaig (Chair of the Board) began report from the Chair. Ryan McCuaig recapped the purpose of WC?S and clarified that the AGM period covers April 2020 – March 2021, with another AGM (for April 21-March 22) planned for Oct 2022. Report covered WC?S response to COVID-19 and the introduction of the Helpline; our rebranding and new logo; moving our National Office from Oswald Street to Wellington Street with new wheelchair accessibility; the recruitment & welcoming of our new Chief Exec, Louise Hunter, and the involvement of members’ voice in this process. <p>Questions: Ryan McShane commented on the previous CEO’s commitment to WC?S, and the invaluable impact of all the staff who have left.</p> <p>Ryan McCuaig agreed.</p>
2021 Minutes, Annual Accounts and Auditor Appointment	<p><u>Minutes of the AGM held 21-02-2021</u></p> <ul style="list-style-type: none"> Ryan McCuaig reviewed the minutes of the previous AGM via screen share. There were no questions, and the minutes were approved. <p>Proposed by Ryan McShane, seconded by Jeanette Miller</p>

	<p><u>Annual Accounts for year ending 31.03.21</u></p> <ul style="list-style-type: none"> • Fiona Donaldson, Director of Finance, reviewed the annual accounts for year ending 31.03.21. Highlights included: <ul style="list-style-type: none"> - £809,000 in WC?S reserves, including a £310K surplus for 20-21 year. - Income increased to £5.2M. - Expenditure increased to £4.9M. - Accounts audited in June 2021 and achieved a clean audit report – accounts reviewed by FHR and the Board. - Main growth comes from Scottish Government funding, which includes our CHS contracts and COVID support. Scottish Gov represents 31% of income, with Local Authority income remaining our main source of funding. Higher expenditure relates to staff costs. • Fiona explained key finance terms, including balance sheet; fixed assets; current assets; current liabilities; net current assets; net assets; and function of our reserves. There were no questions, and the accounts were approved. <p>Proposed by Angela Haverstock, seconded by Amie Tait</p> <p><u>Auditor Appointments</u></p> <ul style="list-style-type: none"> - Ryan McCuaig proposed that Wylie & Bisset are appointed again as our auditors. The proposal was approved. <p>Proposed by Shannon Boston, seconded by Angela Haverstock</p>
<p>Special resolutions – Amendments to the Constitution</p>	<p><u>Special Resolution 1:</u></p> <p>Special Resolution 1 asked members to ratify the changes that were made to the constitution at the previous AGM on 27.02.21. Due to an oversight by our legal advisers, members were not given all the information they needed at the time, including a change that would allow board members to vote at general meetings. Ryan McCuaig asked members to approve the changes from last year.</p> <p>Questions: Bob Hamilton asked if you could vote if you weren't at the previous AGM.</p> <p>Ryan McCuaig answered yes.</p> <p>Ryan McShane asked if we accidentally made an admin error, or did we change it and not realize there was a legal issue?</p> <p>Ryan McCuaig explained that we made a series of changes and sent a summary document across to members; the summary missed out one</p>

of the key changes, despite it being passed by members. We're making sure we have run it past members here.

David Anderson asked for clarification on what the changes were.

Ryan McCuaig and Rebecca Kayne reiterated the constitutional changes that were passed at the previous AGM including a slightly amended definition of Care Experienced, ensuring Care Experienced board members can access support, combining alumni and members, introducing 4-year board terms and online meetings. We also amended the constitution so that board members are allowed to vote at general meetings, but that was not included in the summary.

David Anderson asked if that means that every person on the board is on a 4-year term.

Ryan McCuaig answered yes but it's a renewable term. We want stability, but we don't want the board to stagnate.

Amie Tait asked why board members weren't included in voting.

Ryan McCuaig replied that we don't know the original reason, but we wanted to make sure it was clear they could vote.

Kevin Timlin added that most organisations don't want a conflict of interest between shareholders and directors. In our organisation, the care experienced members are the shareholders so some of them have a dual role. However, it's about Care Experienced people at the heart so we addressed that imbalance to make sure Care Experienced board members can be included.

Rebecca Kayne & Ryan McCuaig confirmed that the relevant change allows all board members to vote at general meetings, not just Care Experienced board members.

Ryan McShane asked if it was OSCR that suggested 4-year terms.

Ryan McCuaig answered that OSCR recommended the idea of term limits.

Megan Moffat and Ryan McCuaig explain how members can vote on Zoom.

Special Resolution 1: ratification of the changes made 27.02.22: passed by 93.75% yes vote

Special Resolution 2:

Special Resolution 2 proposed amendments to the constitution in response to new legislation designed to protect sibling relationships for Care Experienced children and young people. This Resolutions allows WC?S to provide advocacy to children and young people subject to formal processes such as child protection processes as well as to the

	<p>brothers and sisters of children and young people subject to the children’s hearings system’s processes.</p> <p>Questions: Angela Haverstock commented that it was open to interpretation and should be specific.</p> <p>Megan Moffat explained that The Children’s Act 2020 introduces new rights for children at Children’s Hearings. The new amendment means we’d offer advocacy to non-Care Experienced siblings who attend the children’s hearings who are relevant to the Care Experienced person.</p> <p>Angela Haverstock agreed as long as the child wanted that to be the case.</p> <p>Ryan McCuaig and Megan Moffat agreed.</p> <p>Special Resolution 2: proposed amendments to the constitution: passed by 100% yes vote</p>
<p>Board resignations, acknowledgment and elections</p>	<p><u>Elections</u></p> <p>Ryan McCuaig introduced Alicia Santana and Euan Haggerty who are approaching the end of their terms and wish for re-election.</p> <p>Re-election of Alicia Santana: passed by 100% yes vote</p> <p>Re-election of Euan Haggerty: passed by 100% yes vote</p> <p><u>Resignations</u></p> <ul style="list-style-type: none"> • Ryan McCuaig introduced Megan Moffatt who is resigning, and thanked her for her contributions. Megan spoke about her time at WC?S and why now’s the time to move on. • Ryan McCuaig introduced Sarah-Jane Linton who is resigning. Ryan thanked Sarah-Jane for her contributions. • Ryan McCuaig confirmed that we are not recruiting new board members at this time but will be doing so later in the year before the October AGM. <p>The official business of the AGM was completed and the meeting handed over to Louise Hunter, CEO.</p>
<p>Update from CEO and Senior Management</p>	<ul style="list-style-type: none"> • Louise Hunter explained SMT’s roles and responsibilities and her own priorities in the first year of post, including ensuring a stable funding base and work on internal policy. Louise explained her priorities for the year going forward, including recovering from COVID and bringing in a WC?S event planner. She highlighted that there will be multiple opportunities for members to feedback on the upcoming strategic plan.

	<ul style="list-style-type: none"> • Carly Elliott explained the status of WC?S influencing team, including plans going forward and recent advances made. • Denny Ford explained developments in advocacy and participation, including Get Into Summer, Communities That Care, the Helpline, and scaling up WC?S volunteer offer. • Fiona Donaldson explained her role and focus on infrastructure. • Marie-Claire Jones explained her role in sourcing funding and looking forward to more in-person fundraising activity. Marie-Claire encouraged attendees to get involved in the upcoming Kiltwalk campaign, and that if attendees would like to suggest fundraising opportunities they should get in touch.
<p>Strategic planning update</p>	<ul style="list-style-type: none"> • Jim McColm, a WC?S volunteer, and Donna Nicholas introduced current ideas surrounding the new strategic plan, including how members and volunteers will be able to give feedback.
<p>Member Question & Answer Session</p>	<p>Ryan McShane asked about plans for summer camp.</p> <p>Louise Hunter replied that hopefully we can do something. It’s quite late in the year, and we’re only now seeing what events we can provide – previously, we didn’t know what was happening with the pandemic. We’re seeing what events we can do and making sure that we’re providing plans for these.</p> <p>David Anderson asked how many members we have and how it compares to last year. Also, how can members encourage other Care Experienced people to sign up?</p> <p>Donna Nicholas commented that membership went up by 471 (currently over 3540).</p> <p>Denny Ford agreed to follow up with David about how members can encourage other Care Experienced people to sign up. Action: Denny to contact David Anderson to discuss this.</p> <p>David Anderson commented that some things that came from the Collective that have fallen down the wayside since COVID. Can we get an opportunity for past Collective members to bring these issues to the board?</p> <p>Carly Elliott replied that lots of things have been paused during the pandemic. We can’t let politicians off the hook, and we can make that collaboration happen.</p> <p>Ryan McShane asked if there any plans to work with the government on the census or to get a follow-up question regarding numbers of Care Experienced people in the population.</p>

	<p>Jeanette Miller agreed with this.</p> <p>Carly Elliott replied that there were conversations about influencing the census, but it is a perfect example of things that haven't been moved forward.</p> <p>Donna Nicholas said that we are linking in with lots of government data groups. This might be a longer-term piece due to data impact assessments, but we'd definitely want to be involved.</p>
AOB	There was no other business. The meeting was brought to a close.