



**SCOTTISH VETERANS' RESIDENCES
ANNUAL GENERAL MEETING**

Record of Decisions

Held in the Boardroom and on Microsoft Teams on Wednesday 24 May 2023 at 11.00

Present: George Lowder MBE, Chair, Present
Sue Bomphray (SB), Online
Capt Andrew Cassels (AC), Online
Richard Edlmann (RE), Online
Troy Johnson (TAJ), Online
Clive Masson (CM), Present
Sqn Ldr Derek Morrison RAF (DM), Online
Isla Tabberer (IT), Online

In attendance: Jeremy Chittleburgh, Treasurer (JC), Present
George Corbett, Depute Chief Executive (DCEO), Present
Scott Gillon, Wylie & Bisset, Serial 3, (SG), Online
Colin Leslie, Head of External Relations (HER), Present
Martin Nadin OBE, Chief Executive (CEO), Present, Minutes

Apologies: Rev Neil Gardner (NG)
Lt Ray Gidney RN (RG)
Tony Jones KC (TJ)
Maj Christian Taylor (CT)
Sandy Telfer (ST)
Gayle Templeton, HR Consultant, (GT)
Jonathan Tweedie, Vice Chairman (VC)

	Subject	Raised By	Additional Docs	Decision
1	Chairman's Introduction	George Lowder		
1.0	The Chairman welcomed everyone to the meeting. The Chief Exec confirmed that apologies had been received from VC, NG, RG, CT, TJ, ST and GT and confirmed that with 8 Members present, the AGM was quorate.			
2	Minutes		Minutes 28 May 2022	Approved
2.0	The minutes from the previous AGM held on 28th May 2022 were approved. Proposed: RE Seconded: SB			
3	Annual Report and Accounts	Treasurer	Wylie & Bisset Audit Report and Letter of Representation, and Annual Report and Accounts	Approved
3.1	<u>External Audit.</u> SG noted that the audit had gone well and smoothly. It had produced a clean report. His key points:			

	<ul style="list-style-type: none"> ➤ Executive Summary – a clean unmodified audit opinion for the year. ➤ Serial 1.3 – there were no management recommendations, there was nothing to draw the management’s or the Governing Body’s attention to this year. ➤ Section 3 – he wished to highlight section 3.3 and place his thanks on record to all those staff who had assisted in the production and submission of the working papers, which were of a very good standard and had been received timeously. ➤ Pages 6 & 7 – which provided a very high-level review for the year’s results and the balance sheet position. ➤ Section 4.3 – there was nothing to draw to the attention of the Governing Body with respect to unadjusted errors. ➤ Serial 4.5 – Independence, there being no other relationships or arrangements between SVR and Wylie & Bisset, he could confirm there was no impairment to his staff who had acted independently. ➤ Appendix A – the representations sought in the Letter of Representation were standard and which they were duty-bound under auditing standards to seek on an annual basis, and there were no unusual representations within the draft.
3.2	Having concluded his briefing on the audit and report he sought confirmation from the Governing Body that there had not been any balance sheet events since completion of the audit of which the Governing Body was collectively aware; and there was nothing that any Governing Body Member was aware of regarding fraud of which the auditor should be made aware.
3.3	Having given the Members time to respond, the Chair confirmed that had been no balance sheet events and collectively, the Governing Body was unaware of any instances of fraud.
3.4	The Chair thanked SG for the very clear and well-laid out report, and also passed his thanks to the Treasurer and the CT: finance staff. Proposal: The Chairman asked the Members of the Governing Body whether they were content for him, the VC and the Chief Exec to sign the Letter of Representation, which was unanimously agreed.
3.5	SG left the meeting at this point.
3.6	<u>Bad Debt Provision.</u> The Treasurer noted that the Annual Accounts included bad debt write-off of £37,644, and sought approval from the Governing Body for that write-off. The Chair asked for confirmation there was nothing further that could be done to pursue the bad debtors. The Chief Exec explained that it would cost more in legal fees to pursue each of the debtors than the total write-off, and even if successful in obtaining a repayment order, the programme of repayment for each individual was likely to be minimal and would take years to recover. The Treasurer commented that the requested write-off represented less than 0.9% of total income.
3.7	The Chair asked if a materiality bar had been set with respect to debt pursual. He thought it would be helpful if one was set. He then sought agreement from the Governing Body that having heard the explanation, it was content to approve the requested write-off. This was unanimously agreed.
3.8	The Chair then asked if the Governing Body agreed that a bad debt materiality bar should be defined in SVR’s Financial Regulations, which also was unanimously agreed. The value of the bar was to be confirmed once the Chief Exec had consulted with other Housing Associations.
3.9	<u>2022 Annual Accounts.</u> The Chair then sought confirmation from the Governing Body Members that they were prepared to adopt the audited accounts, which were

	unanimously adopted.		
3.10	<u>Appointment of External Auditor.</u> Confirmation was sought to appoint Wylie & Bisset for a further year as external auditor, which was unanimously agreed.		
4	Retirals and re-election of Members	Chairman	Approved
4.1	The Chair noted that he, VC, SB and NG were due to stand down from the Governing Body in their turn. The Chair, confirmed that he, VC and SB had offered themselves for re-election, and that NG had decided not to stand for re-election. The Chair proposed the re-election of VC, SB and himself, which was unanimously agreed.		
4.2	<u>Succession of Chair.</u> The Chair confirmed that it was planned to handover Chair of the Governing Body to the VC on 6 September 2023. He had also agreed with the VC that he would remain a Member of the Governing Body after the handover to provide advice and continuity, and he would not have done so without the VC's agreement.		
4.3	He noted that the Governing Body was not yet in a position to appoint a Vice-Chair and asked that anyone who wished to be considered for the role to have a chat with him of the current VC. With NG standing down, the Governing Body was looking to recruit new members as there were vacancies.		
4.4	SB noting that it was more difficult within the Veterans' environment, requested that when new Governing Body Members were being sought, that the gender divide was considered: it would be good to recruit another female Member. The Chair agreed but noted the most important consideration was that a new Member had appropriate competencies and skills that would be of benefit to SVR. Chief Exec noted that in terms of pastoral support to the organisation that NG was considering whether he would become the Padre for Whitefoord House or indeed SVR.		
4.5	<u>Application for Membership.</u> An application for Membership of the Governing Body had been received from Rab Wallace. The Chair commented that the Chief Exec know Rab well and asked him to brief the Governing Body. The Chief Exec described Rab's military background, that he knew him personally as they had served together on a number of occasions. He reminded the Governing Body that he was a volunteer with SVR, principally providing support to Bellrock Close and he had already provided support and outdoor activities for Residents. He also had the lived experience of being homeless himself, prior to joining the Army. In summary, he believed he would be a valuable Member of the Governing Body.		
4.6	The Chair asked if there were any comments or questions. There being none, he sought the Members' agreement for Rab Wallace to join the Governing Body, which was unanimously agreed.		
4.7	It was noted that this was a further male member of the Governing Body and that if possible a female should be recruited into the one remaining vacancy.		
5	Any Other Business	Chairman	
5.1	There being no further business, the Chairman closed the AGM.		
6	DONM – 18 May 2024, in the Boardroom, Whitefoord House.		