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Disability Equality Scotland

Annual General Meeting 2018

Minute: 17 October 2018, 13:30 – 15:00

The Ochil Suite, The Scottish Prison Service College, Newlands Road, Brightons, Falkirk FK2 0DE



Disability
Equality
Scotland

A list of all attendees is attached at the end of this document.

1. Welcome

MB, Chief Executive Officer, welcomed everyone and declared the meeting to be quorate. MB introduced the Directors and staff, stating members of staff would be available to help anyone who required assistance, throughout the meeting.

LB, Convenor, introduced herself and gave a brief background on herself and why she joined Disability Equality Scotland (DES), explaining that she was passionate about equality, fairness and doing the right thing. She reiterated that these values were shared by her fellow Directors, the Staff Team, Members and Access Panels and that she was encouraged and excited by these values that they all shared.

LB explained that there were five previously co-opted Directors: CM, CG, KM, SM and SF, who were up for election today. She explained that each one had the knowledge and skills that were required by and important for the Disability Equality Scotland Board.

LB explained that each of the co-opted Directors had already given a significant amount of time and commitment to DES and each shared values of equality and fairness. She thanked the co-opted Directors for the commitment and dedication they had already shown and asked members to support the needs of the organisation and vote to elect the 5 co-opted Directors to the Board of Disability Equality Scotland today.

She also asked for the support of the delegates, today, to make changes to Disability Equality Scotland's Articles of Association (AoAs) and explained that some of these changes were as a result of being asked by members to make changes to the AoAs at the EGM in February 2018 and also to allow the organisation to move forward including being able to engage, listen to and involve younger people and hear their voices, giving them a say in shaping the future.

She re-iterated that some of the proposed changes were as a result of feedback from our members and concluded by thanking the delegates, members, the staff team, sponsors and funders.

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2. Approval of AGM Minute, 12 September 2017

Proposed by Ann Muir, member of North Lanarkshire Disability Forum
Seconded by Dorothy McKinney, Individual Member

3. Approval of EGM Minute, 2 February 2018 EGM

Proposed by Louise Orr, Individual Member
Seconded by Dorothy McKinney, Individual Member

4. Presentation of Annual Report and Accounts 2017 – 2018

MB began by explaining the reason behind the EGM, held in February 2018. Six resignations, from the Board, had left the organisation in a vulnerable position and therefore four Directors had been co-opted to give stability and enable DES to move forward. The EGM allowed members to elect the four Directors to the board to further stabilise the organisation. A further five Directors had since been recruited.

MB stated that it was time to put the past behind us and open new doors. Focusing on the future, we re-branded our organisation with a new name and a fresh new look.

We have seen an increase in our social media activity, engaged a full Board complement and opened doors of opportunity with Deaf Scotland, MACS and Transport Scotland to name but a few.

MB urged members to engage more with us and share the work we do with others.

5. Treasurer's Report

CM spoke to his report, highlighting priority areas like increasing our Reserves.

CM stated that financial performance in the year to 31 March 2018 had exceeded trustee's forecasts and expectations; there is an increase of income over expenditure of £2,189 for the year, compared to a deficit of £16,263 in the year to 31 March 2017.

CM commended the CEO and staff team in managing project budgets effectively.

CM stated that it was prudent, to maintain a substantial level of reserves to allow the organisation to meet funding challenges, which the wider economic situation may impose. CM also noted that securing external funding was becoming increasingly difficult as sponsors and grant making bodies were being forced to address their own funding issues.

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CM explained that the organisation is mindful that its long-term future is difficult to guarantee. He stated that we must be prepared to seek alternative accommodation, possibly at short notice, should our current premises cease to be available or become too expensive.

CM confirmed the accounts were approved and adopted by a meeting of the Board on 18 July 2018.

6. Review of Fees and Subscriptions

The Directors asked for fees and subscriptions to remain the same, no fees applied to membership for the coming year.

Proposed by Fiona Johnson, Access Panel Member, North Lanarkshire Disability Forum

Seconded by Terry Barlow, Individual Member

7. Comfort Break

The meeting paused for a comfort break, to accommodate BSL interpreters and Notetakers present.

8. Voting of Resolutions: The Appointment of Directors

MB explained the voting process and stated that, taking on board members' feedback from last year's EGM, voting would not be by a show of hands but rather an "X" on a voting paper (as some members had struggled to keep their hand up in the air for a period of time to facilitate the count).

Ordinary Resolutions required a 50% pass and Special Resolutions required a 75% pass.

MB added that the options, for each vote, would be: Agree, Disagree or Withheld.

MB asked members to vote to elect the following co-opted Directors to the Board of Disability Equality Scotland.

1. Carolyn Griffiths
2. Colin Millar
3. Kenny Milne
4. Steven McGhee
5. Susan Fulton

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9. Voting of Special Resolutions: Adopting Changes to the Articles of Association

The Articles of Association is a document, which explains the purpose of the organisation.

1. Article 4: Change of wording:
'Forum' to '**Organisation**'

This means we will be using the same language in the document.

2. Article 10.1 and 10.3: Change of wording:

Change wording from 18 years and over to **12 years and over**

We want more young people to be members with us and this change will help make that happen.

3. Article 13: Change of wording:

Add in wording **Only members aged 16 years and over can vote**

This change means that only members age 16 years and over can vote at our General Meetings.

4. Article 21: Change of wording:

The words '**General Meetings**' also means Annual General Meetings and Extraordinary General Meetings.

This change is to make it clear that any Annual General Meeting or Extraordinary General Meeting held, is worded under the heading of General Meeting in this document.

5. Article 21.b: Change of wording:

We have changed the wording, Annual General Meeting to **General Meeting**.

This change will let members vote for Directors at General Meetings (both Annual General Meetings and Extraordinary General Meetings).

6. Article 27: Change of wording:

'show of hands' to '**on a vote**'

This wording has been changed because we want to show our membership has many different people and abilities.

7. Article 33: Change of wording:

Add in wording **re-election provided that no-one may serve for more than six consecutive years.'**

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This change means Directors cannot be on our board for more than six years. This allows the Board to refresh skills, knowledge and experience and provide further opportunities for relevant people to join the board.

8. Article 46.c: Change of wording:

Add in wording **as per our policies and procedures**

This change means Directors can only claim expenses, which are stated in our policies and procedures.

9. Article 11.4: New Article:

‘Young Person members, being individuals aged 12-17 years whom the Directors deem appropriate to be represented among the membership of the Company, providing parental or guardian consent is received from the parents or guardians of young person members ages 12-15 years;’

This is a new membership category to encourage young people to join Disability Equality Scotland.

During the voting process it was identified that there was a typographical error in the age range. All present were happy to proceed.

A discussion ensued on whether the AGM was quorate. MB explained that it was and clarified that the Special Resolutions required 75% of votes cast and not 75% of the membership.

MB went on to call out the number of Proxy votes, 47 received and that there were 20 voting members in the room, today.

10. Members Questions and Suggestions

As staff collected and counted the votes, the members were offered the opportunity to express ideas and thoughts for DES, moving forward.

An individual Member, asked what, in the light of Brexit, can DES do to keep current funding and secure further funding.

A member from Stirling Area Access Panel, discussed the possibility of DES becoming a SCIO and asked about raising the level of governance, compared to that which had existed previously.

LB replied that the current Board have implemented robust measures to ensure compliance with all areas of governance and is attentive to what needs to be done to minimise risk within the organisation and promote sustainability. Currently and

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considering the current level of governance checks the Board were satisfied that it was operational and functioning within its governance framework and any areas of risk (actual, potential or perceived) were being identified and managed through a risk management process that fed into the business continuity plans and CEO's objectives.

MB acknowledged that some members had been treated badly by the former Board and stated that this would be taken forward with the aim of improving communications and the governance of the organisation.

An Individual Member asked how many of the current Board were members of an Access Panel. MB answered saying two Board Members were members of an Access Panel.

The individual member then asked why there was only a short time given over to questions and answers. LB agreed that more time should have been afforded to member engagement and confirmed that more time would be given in the future.

The location for the AGM was discussed with some members complaining that Polmont was not representative of the entire membership. LB replied that we are always keen to hear from members about accessible venues and expressed the difficulties of getting a suitable location as a National organisation, with members throughout Scotland and also that DES had to be mindful of cost.

LB asked members to email any suggestions of locations/venues to MB for consideration for future meetings.

11. Votes Verified

MB confirmed the votes had been counted and read out the results:

Voting of Resolutions: The Appointment of Directors

1. Carolyn Griffiths	91%
2. Colin Millar	93%
3. Kenny Milne	96%
4. Steven McGhee	96%
5. Susan Fulton	90%

Voting of Special Resolutions: Adopting Changes to the Articles of Association

1. Article 4	97%
2. Articles 10.1 and 10.3	91%

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3. Article 13	91%
4. Article 21	91%
5. Article 21b	91%
6. Article 27	97%
7. Article 33	94%
8. Article 46c	97%
9. Article 11.4	94%

MB concluded that the all resolutions and special resolutions had passed

12. Thank You and Close

The Convenor thanked the members for attending the Meeting. She reminded the members that the entire Board had a passion for equality; understood that there had been frustrations in the past and that it was time to move forward, in the spirit of openness and transparency. She re-iterated that the Board minutes now evidenced all decisions taken by the board. She thanked the members for their input and welcomed the passion and challenge they had shown during the engagement session.

The Convenor finished by asking the membership to engage with the Board and in so doing, allow the organisation to move forward.

The CEO thanked the members and reminded them to complete the Feedback forms.

She reminded the members that their feedback was important and that every event was a learning opportunity.

Close

List of Attendees attached.

Minutes reviewed and approved: 17 October 2019

Proposed: Scott Stewart, Director

Seconded: Louise Orr, Individual Member

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Type of Membership	First name	Surname	Organisation
Corporate	Frank	Drummond	Tweeddale AP
Individual	David	Gallant	
Corporate	Fiona	Johnson	North Lanarkshire Disability Forum
Corporate	Ann	Muir	North Lanarkshire Disability Forum
Individual	Denis	Shovlin	
Individual	Louise	Sonstebo	
Corporate	James	Tolmie	Oban AP
Individual	Terry	Barlow	Individual and SATA
Corporate	Peter	Joyce	North Ayrshire AP
Carer	Jane	Hill	Carer for Peter Joyce
Individual	John	Watson	
Individual	Fred	Cumming	
Corporate	David	Galloway	Disabilities Fife
Staff	Maeve	Bain	Senior Administrator
Staff	Morven	Brooks (MB)	Chief Executive Officer
Staff	Ian	Buchanan	Equality Projects Manager
Staff	Emma	Scott	Access Engagement Officer
Staff	Gillian	Smith	Access Administrator
Staff	Kat	Boyd	Events Administrator
Director	Linda	Bamford (LB)	DES Convenor
Director	Dorothy	McKinney (DMcK)	DES Vice Convenor

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Director	Colin	Millar (CM)	DES Treasurer
Director	Susan	Fulton (SF)	DES
Director	Carolyn	Griffiths (CG)	DES
Director	Kenny	Milne (KM)	DES
Director	Janis	McDonald (JM)	DES
Director	Steven	McGhee (SM)	DES
Director	Maureen	Morrison (MM)	DES
Director	Louise	Orr (LO)	DES
Director	Scott	Stewart (SS)	DES
BSL Interpreter	Paul	Belmonte	
BSL Interpreter	Barbara	Woodburn	
BSL Trainee	Heather	Graham	
Notetaker	Linda	Wilson	