

NOTES OF  
Thistle Housing Association Limited  
Annual General Meeting  
26 September 2018

1. In her introduction, the chairperson, Patricia Jamieson, announced that the Major Works Programme “was concluded on 31 March 2018”. Except that it is not completed. This is the first official announcement of this by Thistle Housing. At no point, in any fashion, have residents, and in particular owner residents who form the major part of this programme, been advised of this development. There has been no request from Thistle to owners of any acceptance or agreement.

No sign off, as has been promised on innumerable occasions, in the fashion that the work would not be signed off until owners were satisfied. Seemingly, another Thistle promise broken.

A question on this topic was to be asked at the meeting but discussion was curtailed by the chairperson and hence any questions on this subject remain unanswered. She continued to drone on about the patience tenants and residents had shown during the hugely extended programme. Patience? 814 days from the start of the contract until 31 March 2018 – patience is not the word residents would use.

2. Ms Jamieson then announced that a governance review had been launched in October 2017. This is completely at odds to Mrs McColgan’s previous announcements, over more than a year, that this review had commenced in June 2017, hence, at that time, no more residents’ applications for shareholding would be considered or permitted.

A clear example of shareholder voting manipulation deliberately undertaken as they were of the opinion that residents had mounted a campaign to have residents apply for shareholding. Alas, there was no opportunity to pose a question on this at this or any previous AGM.

3. A question was put to management as to why, in a period in excess of a month, Toryglen residents had not been advised that the Scottish Housing Regulator had found it necessary to intervene at the highest level in Thistle Housing.

The responses from both Misses Jamieson and McColgan were confused, manufactured and essentially wrong. Mrs McColgan even had the audacity to blame the Statutory Manager (SHR) for the delay as she had been ‘absent’. The delay was deliberately fashioned by Thistle to ensure that any letter would not be received by residents until after the AGM, thus avoiding the possibility of more shareholders realising that all was not well and consequently attending said AGM. It has to be noted that it seems that most Toryglen residents were completely unaware of the Regulator’s actions and the necessity for it until such time as the letter was eventually delivered by second class post on Saturday 29 September 2018.

The responses from Thistle management on this topic were highly unsatisfactory.

4. A shareholder then asked if funds had been retained or considered to rectify the outstanding Major Works Programme faults, particularly after the near disastrous fragmenting of a chimney coping stone at 23 Ardnahoe Avenue on the evening of 1 September 2018 (and after residents had continually to press fears of faulty workmanship since 22 September 2016, almost two years previously).

Mrs McColgan, clearly confused, issued forth the usual mantra that the E.ON

NOTES OF  
Thistle Housing Association Limited  
Annual General Meeting  
26 September 2018

contract was “fixed priced” and that no additional sum has been “kept back” from E.ON. Obviously and in practice there had been substantial additional expenditure by Thistle outwith any “fixed price” arrangement and strange given the many unresolved building problems that no retention was considered necessary.

The remainder of this discussion concerned the situation whereby some residents had not only not made payment for work but had not signed any agreement, an agreement which given the passing of time, is now probably incompetent. Mrs McColgan again deflected allowing the chairperson to redirect the situation to the Housing Regulator's Statutory Manager. A continuation of questioning by this shareholder was then countermanded by the chairperson.

5. Another shareholder then gave a rendition of a long period of poor service in her previous location in Toryglen where by the Major Works had not been completed prior to the sale of her property.

The shareholder continued to advise management that the work is still not complete. As a consequence of the shareholder having being ignored by Daniella Sprott, Thistle's Operations Manager on multiple occasions, she had been forced to sell her property for some £9,000 less than its then (completed) value.

The responses from both Jamieson and McColgan were facile and beggared belief, as they continued to beguile the lady shareholder that she should have arranged to speak to Thistle staff which she had attempted to do for a period in excess of a year. Clearly they just had not listened to the lady, demonstrating total lack of empathy never mind decency or action.

6. There was a further shareholder question pertaining to the previous AGM when the chairperson, Patricia Jamieson was asked at that time, on several occasions, if there had been any financial hit on the Association as a consequence of the huge delay in the yet to be completed Major Works Programme.

Her eventual and pained retort was a simple, “No”.

Again this year she was similarly asked with the same question, an answer which once more was “No and that I'll be announcing the same again this year”.

That was either a deliberate lie, merely manufactured or based on sheer ignorance of the financial facts. Possibly all three.

She was then asked by the shareholder if that topic could be returned to later on in the meeting, to which she replied, “No”.

Mrs McColgan was further pressed to respond that there had been “no additional costs” due to the inordinate delay of the programme.

It would seem that intention here was for this to act as a later lead in to another shareholder's question regarding the huge and unexplained additional expenditure on external contractors outwith the E.ON contract.

NOTES OF  
Thistle Housing Association Limited  
Annual General Meeting  
26 September 2018

7. Next followed the announcement of the accounts to the hall. The entire episode was poorly handled. The auditor was more than willing to respond to questions from the floor but Thistle's chairperson was not for driving down that road.

The fact that Thistle did not publish the accounts prior to the meeting is completely unacceptable as it gives no opportunity to review their contents or indeed, to seek guidance elsewhere. Indeed, given that the accounts were published on the evening of Thursday 20 September 2018 and that Thistle had decided to close for two days during a local holiday (not a bank holiday) on the Friday and then the Monday, the accounts were therefore available, only to some, a mere one business day prior to the AGM.

8. Questions were asked seeking some explanation as to the plunge from a £527,835 surplus in year 2016 to 2017 to a deficit of £555,977 in year 2017 to 2018 a net cash burn of some £1,083,812 which has disappeared without explanation.

There was some weak retort from the auditor that this “spending” had been “planned” but strangely, no reference had been made to any planned deficit at last year’s AGM at which time, Thistle Housing Association was almost five months into its 2017 to 2018 financial year. They must have been aware of an increased cash burn at that point, which should have been reported to shareholders at the last AGM. Then again, given management’s inconsistent and puerile responses, it gives question to the supposition that they were simply unaware, incapable or both.

Patricia Jamieson, feebly attempted to respond with little more than mumbling noise. On being question further, Mrs McColgan, Thistle’s Director/Secretary used her not inconsiderable power of deflection to confirm the auditor’s statement that some £564,000 was apparently and unusually spent on garden work and £300,000 exceptionally spent on painting.

On being questioned further, she seemed uncomfortable and was not able to respond to the question whereby owners pay for gardening services and that any damage which their chosen contractor, E.ON had caused (which was not inconsiderable) was supposed to be at no cost to the Association, damage which has yet to be fully rectified.

Similarly painting whereby this figure was inadequately explained.

Thistle management, at that point, gave the impression of a rabbit caught in the headlights as they desperately mumbled to each other in a vain attempt to cobble up some response, a response which was futile as they added nothing to the argument. Mrs McColgan then attempted to explain that some years Thistle will have a surplus, some years a deficit. She was then asked when the association last had a deficit to which she responded poorly and very inadequately.

At no juncture and given frequent opportunity, did Thistle management clearly and fully explain the almost £1.1million which has disappeared from residents’ funds over the past year. It was patently clear that the assembled shareholders were unimpressed with the responses to the presentation of the accounts, particularly from Thistle management who were unaware of sufficient detail.

NOTES OF  
Thistle Housing Association Limited  
Annual General Meeting  
26 September 2018

9. A shareholder, a retired master painter, questioned the quality of the paintwork in closes to which he received neither an answer nor any satisfaction.
10. The adoption of the auditors for a further year was then proposed and agreed.
11. Both Misses Jamieson and McColgan were further interrogated after Ms Jamieson attempted to quickly stand down from the Committee with two other members, Patricia McLean and Sandra Gordon and without taking pause for breath, quickly re-elected herself and her cronies with no discussion permitted, the process, in its entirety, taking precisely fifty four seconds.

Hardly a demonstration of any form of democracy giving the impression that the management of Thistle Housing is little more than the Toryglen Soviet. The chairperson then quickly attempted to halt all discussion and to conclude the AGM.

12. There was no shareholder agreement/acceptance of the accounts, none was offered and certainly was not agreed, although I understand from further discussions after the AGM was forcibly closed, that whilst the auditor had offered guidance and advice to Thistle that little of it was adhered to and that ultimately, the accounts have been neither accepted nor adopted.
13. It was pointed out at this juncture that there was no call for 'Any Other Business'. No invitation for shareholders to formally discuss matters, any matters.
14. A shareholder demanded to know, "Where's the election" (of committee members) but was ignored.

Calls of "Shocking" and "Disgusting" then ensued from the body of shareholders in the hall.

15. A shareholder, who had been constantly ignored by the chair who was desperately attempting to close the meeting, then managed to question why a contractor's company of convenience, [Gas Cats Limited](#), located at his home some sixty seven miles away from Toryglen, was still employed onsite when its sole employee should have been gone from Thistle Housing by 30 November 2016 when the work and contract was supposed to be completed in all aspects, to all houses. This has cost the association, by all accounts, a figure heading for some £200,000.

Mrs McColgan retorted by naming the person in question, fluffing her words, immediately jumping into digression mode, claimed that they "hadn't actually quantified the (additional) costs" and answering nothing at all.

This was in respect of the question asked at last year's AGM and further above when the chairperson had been asked if there had been any financial hit on the Association as a consequence of the huge delay in the yet to be completed Major Works Programme. In both events, the response was "No". Clearly a lie, both times. See item 6 above.

NOTES OF  
Thistle Housing Association Limited  
Annual General Meeting  
26 September 2018

In all the above respects, it would seem a requirement to have sight of the Association's accounts in more depth as none of the aspects of what seems to be unusual expenditure are contained within the published accounts available only minutes before the AGM started.

There were many other accounts based questions shareholders wished to ask but they were refused and/or ignored.

Similarly, there was a host of questions to be asked regarding other aspects of the failed Major Works Programme which have been side swiped and ignored by Thistle management but again, they were disallowed as Patricia Jamieson had swiftly arranged her own re-election without discussion and hurriedly closed the meeting. The bingo balls were being warmed up.

Questions outstanding are the performance and quality of the rendering on both houses and blocks, the British Board of Agreement's recommendation that gutters should be repositioned to allow more rainwater to be caught, the substandard window oversills which were onsite formed from lengths of unsuitable uPVC fascia board. Alas, many of the original granite concrete sills were ripped out by the forever changing, untrained, foreign based labour force, with the resultant overcills, the longevity of which can be measured in months rather than years, being over nothing at all.

Residents wish to question management regarding the claimed water test of the roofs which Miss Sprott previously advised that a certificate had been issued but refused to display same and continues to do likewise.

Residents wished answers to the receipt of the mythical "Twenty Five Year Guarantee" of which they know nothing despite innumerable request. Thistle management have previously admitted many months ago that the details were ready for issue. Nothing has been seen. The opportunity to quiz management was denied.

Thistle management have refused to discuss the provision of suitable compensation to affected residents, other than they had previously intimated that a sum would be held back from payments to E.ON to fulfil compensation obligations. The recent derisory, arbitrary and unilateral issuing of cheques to some residents for various and extremely small amounts by E.ON certainly cannot be termed as compensation if for no other reason that owner residents had no form of contract with E.ON but only with Thistle Housing, the instigator without resident involvement and managers of the programme.

Owner shareholders wished to interrogate management as to management charges which include property insurance which is approximately 150% more than an individual can obtain for a single property. Management individuals were aware that they were to be asked if they insure Thistle owned properties or if the risk is carried by Thistle, as it seems to be the case that the insurance charges to owners are covering Thistle's properties. Again, his was side stepped.

The standing down of the existing committee members and then their immediate re-election with neither a vote nor discussion was scandalous. Whilst it may be in the Rules that if there is a sufficient quorum of would be members willing to accept the positions, it cannot under any circumstances be correct that there is no opportunity to discuss and dismiss any prospective committee member. This is important at all times but more so given the dreadful content of

NOTES OF  
Thistle Housing Association Limited  
Annual General Meeting  
26 September 2018

the previous financial year's results. This means that committee members are never able to be sanctioned and, as has occurred before, any superfluous electees can be dismissed with ease prior to an election for any reason they wish to concoct.

There was no prior notice who was standing for re-election, nor was there any notice of who they were and what they would bring to the management of Thistle Housing.

As an example, several shareholders have attempted over the past year to discover the strengths and abilities of the association's chairperson, Patricia Jamieson but to no avail. No response has been forthcoming to letters and emails on this topic as it would appear that Mrs Grace McColgan, Thistle's Director/Secretary does not wish any information to be disseminated.

This manipulation of the election can only have occurred deliberately as, had it been known that the chairperson was due for resignation and re-election, shareholders would have had the opportunity and the right to undertake different action to halt such person's re-election.

In Thistle Housing, democracy is not a strong point but an obvious and unfit example of gerrymandering a (non) election to suit their own ends particularly the manipulation of residents' applications for shareholding.

The entire debacle is concerning, as the usual requirements of an AGM were neither presented nor fulfilled, with residents' legitimate concerns totally ignored even to the extent of there being no opportunity to quiz management on their failure of every regulatory requirement. The announcement by Patricia Jamieson had been heavily glossed over and quickly dropped.

Not a single question was answered with any candour or integrity but merely the usual fluff, bluster and the ever present diversion. Thistle's management, as is their usual tactic, attempted to obfuscate and never to answer any questions.

It was embarrassing to witness the even less than amateur responses (if any responses at all) to legitimate questions from the floor, especially given the dire financial circumstances into which the committee members have driven the Association, especially before 'outsiders' such as the Regulator's Statutory Manager, the Leader of Glasgow City Council, Susan Aitken and the two statutory committee members in attendance.

In summary, the main aspects of an AGM, Acceptance of Accounts, re-election of management members and AOB, were not adhered to in spirit if not in fact. **As a consequence, the delayed Annual General Meeting held on 26 September 2018 must, in any and all fairness, be considered null and void** as it cannot, in any way, be construed as an Annual General Meeting of a limited company.

In conclusion, residents have unsuccessfully attempted to have Thistle management to have an open meeting for all residents, particularly those affected by the Major Works Programme which, by any measure, has been a grossly mismanaged and probably hugely expensive failure. Each time, residents have been refused point blank as an open meeting was not part of Thistle's "*communications strategy*". What that is, is anyone's guess but palpably, it does not work. There has never been any suitable forum for Toryglen

NOTES OF  
Thistle Housing Association Limited  
Annual General Meeting  
26 September 2018

residents to put questions to Thistle management hence an open meeting is a necessity otherwise the poor performance of Thistle, its shattered reputation and the growing rumours will forever be a festering, open wound.