

BRENTFORD DOCK LTD

Minutes of 571st Strategy Board Meeting

8 October 2015 @ 7.00 pm

PRESENT: Veronica Wray(Chair –VW), Mike Edwards (Deputy Chair –ME), Charles Sturt (CS), Brigid Scott-Baker(BSB), Pat Munro (PM), Roy Swainston (RS), Leslie Ferber (LF), Paul Booth (PB), Ann Howe(AH).

IN ATTENDANCE FROM MR&CO: Carol Cherriman (CC), John Antrobus (JA).

IN ATTENDANCE: Joanna Houghton (Minutes Secretary).

571/1 Apologies for Absence

Received from Chris Birch (CB), Phil Stephenson (PS) CB and PS proxy given to ME. None received from Katherine Baxter (KB)

569/2 Minutes of Previous Meeting (569 9 September 2015) Corrections:

Page 5 Item 6 – proposal to be changed to 1 month's time and not 6-12 months time.

Page 5 Item 569/8/ C – *This had been incorrectly recorded and AH requested that the minute be reworded as:* AH had sent out notes from the Parking Group which indicated that a small number of residents wanted a consultation for a possible CPZ in Augustus Close and the provision of a Club Car on the Dock. However, CB and others disagreed with the proposal and thought it would have a significant impact on the Estate. Chair informed Directors that any changes to the minutes should be emailed to her in advance to minimise the discussion at meetings and to allow her to have a full understanding of the changes to be made and to be put to meeting. AH thought that some changes had been emailed to the Chair, but the latter had no recollection of them being received. The rewording as above was agreed and would form part of the revised final minutes sent to Chair.

Proposal: Minutes of meeting 569 held 9 September 2015 agreed as a true record.

Matters Arising on Action Table

Meeting 549 Windows – walk-around had been completed with Nationwide and JA. They would make good any faults rather than compensate. JA was informed that FENSA certificates had been issued to Residents where jobs had been completed. However, Directors had no knowledge of these certificates having been received in their Blocks. Action: JA to chase.

Meeting 560 - Summer BBQ – Board wanted to congratulate the lock-keepers, (especially Steve Tatham), for such a successful event. BSB informed Board that just under £900 had been raised. Board voted to send gift to lock keepers. Action: CC will organise and it will be funded by BDEL.

Meeting 562 - Data Control Working Group – meeting and demonstration on data storage *cloud* system organised for 19th October and group will report back at November or December 2015 meeting.

Meeting 564 Building Insurance – CC had received two quotes for building revaluation. One for £6000 plus VAT and other for £9000 plus VAT. CC to review second quote in depth. A revaluation of the Estate buildings is needed. MR&Co have upcoming training on insurance, encompassing what is covered, heads of terms, what can and cannot be claimed, etc. JA is proposing writing a document for Shareholders on the building insurance and its policy with regard to coverage. MR&Co are proposing to offer workshops/drop-in meetings for residents to deal with frequently asked questions on insurance. VW asked about timescales. CC said review of quotes will be at November Strategy Board meeting, the training is booked for November and proposed insurance document drafted by December 2015. The Board then discussed matters that had arisen from contents insurance claims on the Estate and asked for clarification on differences between contents and buildings insurance from a resident's point of view. Each case is taken on its own merit but as a rule of thumb CC said that 'if you turn building upside down, all that moves is contents and anything that doesn't is buildings!' but she reiterated that each case is treated individually, however, poor workmanship cannot be insured against. VW asked if residents would receive copy of JA's policy/document. CC confirmed that it would be part of the Resident's Handbook. BSB asked about extra works carried out by residents on their own flats, i.e. soundproofing, bespoke kitchens, etc. CC said that items under the terms of lease are covered by the building insurance. CC is going to look at a sample of flats to get a picture of average works carried out and their 'reasonable value' under a possible 'leaseholder improvement' bolt-on to the insurance policy. The Board acknowledged the amount of work done by MR& Co. on this subject and were happy for this matter to be ongoing and look forward to next update.

Meeting 569 – Using 'Alternates' at Board meetings – ME had read Articles of Association and now referring to Companies Act 2006 for further clarification on regulations. CK has been invited to attend November meeting in BSB's absence.

Meeting 569 – Easy Access riverside frontage – JA waiting for final price.

Meeting 569 – Acanthus Project – Queries had been sorted out and all noted by Acanthus. S.20 notices had been issued and complete specification will be presented to Board once received.

Meeting 569 – Clubroom fees – All put into practice, named person should include JW in office.

Meeting 569 – Flying Duck logo – to be an agenda item at November meeting.

Meeting 569 – Easy access across the Estate – JA had obtained one quote for an H&S review of whole Estate of £7,500 which would be DDA (Disability Discrimination Act) compliant and part of the building regulations. Chair thought that it was too much and thought it was only necessary for H&S advice concerning mobility scooters but PM considered a full H&S review sensible and prudent for Board's legal protection. MR&Co were of the view that a comprehensive review was wise in the light of any future redevelopment/regeneration as there could be planning regulation implications. But ME was also against spending this amount of money on something that may not happen. JA informed that Fiesta (the company who had quoted) are a company that do not recommend spending money without due cause, they are conscientious in their reporting and MR&Co. informed Board that BDL had a duty of care and as it is a complex Estate and the last full review had been in 2011 it would be timely to carry out another full review. Board asked if mobility scooters would be part of this full review, and would it cover any new legislation that would need to be complied with regarding upper walkways? JA said that this would all be part of the brief given to the further companies approached for quotes. Proposal – MR&Co will obtain quotes only on a full DDA compliant H&S review of whole Estate.

571/3 To Agree Any Other Business Items

Items for discussion under Private part of meeting:

- a) Future of Management Board
- b) Gas Supply in Nero Court
- c) Legal Contracts Committee
- d) Block Election – Nero Court

571/4 To Dispose of Business if any remaining from last Meeting

Gas supply - to be discussed in private part of meeting.

571/5 To receive such communications as the person presiding may wish to lay before the Board

None.

571/6 To receive and consider written reports and any other reports from the Company's Managing Agents, Michael Richards & Co.

MR&Co had no other specifics to bring to this Board meeting.

571/7 To receive and consider any other reports, including those from committees.

A Minutes from other Committees

Finance Committee – last meeting held on 7 September 2015 and nothing specific to report, minutes would be circulated separately. There would be 3 lots of accounts presented at next meeting. CC went on to explain that there would be a deficit on

the service charge accounts due to a mid-financial year decision taken by the Board regarding the cleaning contract, but BDEL would show a 23% profit, up by 2%. Accounts will be circulated prior to November Board meeting and CC would appreciate any feedback before this meeting. Budget papers would be sent with accounts for comparison use. It was pointed out that accounts would be on budget but for the cleaning contract decision that was taken mid-financial year and any such decision would change overall figures. ME asked if the H&S Review proposal would have a significant effect and perhaps could be budgeted for in the next financial year. There is an H&S element to the budget so this may be covered. MR& Co informed the meeting that there had been substantial reductions in utility charges since the new boilers and pipes were installed and the Board acknowledged this was a major step forward and that residents are all benefitting from this positive change. VW requested that finance committee minutes from September be circulated as soon as possible. CC confirmed that minutes from September and October meetings will be sent with November Strategy Board papers. **Action** CC to send out previous meeting minutes.

B Decisions taken out of committee - None

C AGM/Management Surgeries dates and timelines

All Board members had been sent a timeline for AGM now to be held on Thursday 28th January 2016. VW asked for any discussion topic suggestions for AGM. Board were keen for CB to continue his presentation on redevelopment of site as it had been well received previously. PM suggested it could introduce a consultation element to the residents as a progression. BSB suggested an update on the flat conversion and its added value to Estate.

ME suggested for discussion at the upcoming AGM the possible adoption of Winters Bridge repair & maintenance by the Council. VW asked for any other suggestions to be emailed to her. AH asked about presentation of accounts at the AGM, would this be a separate item? CC informed that the limited company accounts are presented at AGM and only Service Charge accounts are circulated prior to meeting asking for any comments, which are then dealt with at the AGM.

Surgeries – these will be held on 11th and 13th January (4pm-7pm) prior to the AGM to answer residents Q&As. Collated copies of these Q&As will be made available at the AGM and any relevant points discussed further at the AGM. Board members were welcome to attend these surgery meetings but they are run/organised by MR&Co. as managing agents. It was suggested that Board members may wish to collaborate to make sure that there is not an 'overload, nor total absence of Directors at these surgeries.

D Block Elections

VW announced that based on the 2nd distribution of election papers, AH had been re-elected as Director for Nero Block 3. However, as it had been a very close vote and at one stage votes were equal between the 2 candidates, Chair wanted to bring to the meeting for discussion the manner in which this election had been conducted. Both she and AH informed the meeting that there had been confusion with 2 sets of ballot papers being sent to the constituents by Glazers (the company commissioned by BDL to run Block elections). This was as a result of a complaint by one resident who had questioned the wording on the first voting papers, namely that if there was more than one candidate should constituents be asked to vote 'for' and 'against'? Glazers agreed that this was an error on their part and had apologised to the Chair for the mistake. They had then sent out the 2nd set of ballot papers to constituents to explain that only votes received on the 2nd form would be counted.

The Board had a full discussion on the surety of which votes would have been counted and felt that as there had been a certain amount of confusion due to Glazers' mistakes, that to be fair to both candidates, the election should be re-run.

The Board discussed how this could be avoided in the future and suggested that there should be more supervision of Glazers' processes and possibly re-wording of the election papers. In addition, on this occasion to facilitate a good return, a stamped addressed envelope would be enclosed with voting papers.

The Board also considered how they could oversee elections where more than one candidate had the same number of votes. Currently, there is no provision in BDL Articles for such a situation. AH asked Chair to ensure that the other Nero candidate was informed of the re-running of the election. **Action:** Chair assured Board that this would be done with due care and consideration and she would instruct Glazers to re-run the Block election again at their own expense and to apologise to constituents.

(MR&Co left meeting at 8.50 pm)

E Flat Conversion Update

Papers had been circulated to Board members along with diagrams on the issue of flat conversion window alignment. ME presented this item and explained how the architect's mistake could be rectified. The contractor proposed doing nothing as there would be additional time /costs involved.

The Dunphys Project Manager had prepared 2 alternative proposals. ME outlined these, as below:

- 1) Side window and front windows should be brought forward so that they were flush and in alignment with the rest of block (only).
Or :

- 2) Side and front windows brought would be brought forward as above, but in addition the front windows would be re-made wider to allow the front corner of the wall/balcony to be brought into line with the upper stories. This would also involve the side wall below the side window being extended into the Balcony tray. The proposed changes will make the new flat more in sync with the ones above and continue the aesthetic lines of the Block. Dunphys recommended Option 1 for consideration and decision. PM asked if there could be any claim against the original architect if miscalculations had been made. Chair said that this matter would be brought to a future meeting. **Proposal** – Board to vote on both options. Option 1: no votes, Option 2: 8 in favour. **Action:** AH to tell Dunphys decision on Option 2 for implementation. **Action:** PM to contact JA and view original papers of instruction to architect and report back to Board on possible future claim. **Action:** AH to collate other relevant papers and photos needed for any future claim.

571/8 Any other Business (agreed at start of meeting)

Proposal – to agree MR&Co KPI's as green.

Gas Supply to Nero Court – JA updated the Board that there was nothing further to add, other than he had received a 'phone call and an email from Triio (who are acting on behalf of the gas company) to say that funds may not be made available to 'buy-out' customers as had been previously agreed in a meeting with them on 17th September. All involved in this meeting were quite shocked by this statement and JA has emailed back to them to inform them that this is not what had been agreed. Directors asked if the 6 households who were managing with temporary cooking facilities were coping. However, the Board felt that the situation was completely unsatisfactory. **Action: JA to keep the pressure on Triio to try to reach an agreement.**

Management Board – The Board had a full discussion regarding the pros and cons of the 6 month trial of a 'Management Board' and agreed that a monthly 'management' meeting should continue but would not be a Board meeting with votes and proxies. Instead it would take the form of a committee meeting that would make decisions on the day-to-day operational workings of the Estate only. The 'draft' name suggested was **Operations Support Committee**. The monthly (Strategy) Board meetings will continue to control policy-making, strategy, any significant changes to the appearance of the Estate and grounds, financial issues and any issues which affect residents' services. Key Performance Indicators (KPIs) for all BDL's service providers will be brought to the Board for final sign-off

Feedback on Data Control Project Working Group – Due to holidays the Group had not been able to progress any further but a meeting is scheduled for **Monday 19th October at 11am** – to meet Paper Mountains (who CC had found to give the

Group professional advice). All directors are welcome at this meeting and the Group will report back to the next Board meeting.

Legal & Contracts Committee (LCC) - Chair had emailed PM to find a suitable date to reconvene the LCC as it has been many months since the Committee had met and Chair was concerned that the recommended changes to our Memorandum and Articles of Association, brought to Directors by both Jordans and Bridge House seemed no nearer to being agreed. Chair suggested that the LCC meet to discuss these recommendations again with the view that the Board either 'shelves' the ideas for the moment, or it agrees to the changes, which can then be brought to an AGM or EGM. **Action:** PM to find a suitable meeting date a.

Date of Next Meeting - 12 November 2015 @ 7.00 pm in Dock Offices.