

MORGAN'S WALK MANAGEMENT LTD

MINUTES OF A BOARD MEETING

held on 7 September at 18:00 - 3d Thorney Crescent

Present

Directors: M Stratton (MS), P Gould (PG), K Kapur (KK), A Price, L Roberts (LR), S Johnson (SJ)
Attending: M Barnett-Salter (MBS), P Dhillon (PD), M Stark (MCS) (Board Secretary)

The Board expressed their warmest thanks to P Venison for his nearly ten years' service. MS praised his steadiness as the constant voice of reason. All agreed that his knowledge and experience would be sorely missed, not just on the Board but across the whole MW Estate.

1. **Apologies** – none. The meeting being quorate, MS as Chair opened proceedings and welcomed SJ to her first meeting in person.
2. **Minutes of the last meeting** – previously signed by MS.
3. **Matters arising:**
 - 3.1. on point 5.1.1 (chromosol paint) the Board noted that Quadrant had recently written to house owners with details of this paint used so successfully on the blocks.
 - 3.2. on point 5.1.2 (metal thresholds for block entrance doors) the Board asked Quadrant to provide detail of design, cost and installation of the most suitable threshold, for a possible resolution to be taken by the AGM. **Action:** Quadrant to supply full details to the Secretary.
 - 3.3. on point 5.1.4 (security breach by SL) the Board noted that the individual employee had been dismissed but asked Quadrant to record this in an action list for the next tender for major works, as issues like this tended to recur. **Action:** Quadrant.
 - 3.4. on point 6.2 (arrears) the Board urged Quadrant to proceed more rapidly in future with court action against this particular owner, who treats his debts to MWML as a game. Quadrant responded that the legal process requires a Letter Before Action, and then 30 days before issuing a money claim: but the clock ticks against the defaulter who always ends up paying the full arrears, with interest and full costs. Thus this process does not cost MWML any loss and the outcome is secure. Quadrant have since reported that the amount in arrears is £2,623 and this (or more if interest increases with the delay) will be recovered, with full costs.
 - 3.5. AP asked that Direct Debit should be highlighted on each service-charge demand as our preferred payment option (while still allowing one-off payments by bank transfer or cheque). Several Directors concurred. PD said that Quadrant was not currently able to originate DDs. Some Directors wanted it to become an available even the preferred option, suggesting increasing each bill by a small premium say £10 which could be fully recovered by setting up a DD. **Action:** Quadrant to review applying for a Service User Name to offer DDs – if yes, to be mentioned in the Directors' Report.
4. **Estate matters**
 - 4.1. Reflections on SL external decorations and repairs works:
 - 4.1.1. MS noted that the work done seemed to be of good quality, and the chromosol fronts in particular looked splendid. However he noted that a number of works were incomplete: (1) garages 74-97 still had significant moss covering, and similarly (2) garages 52-54 top end. (3) The podium tap had not yet been connected. (4) some rubbish (including rubber matting) was still in the bushes.

- 4.1.2. Others commented on the overall experience – from different perspectives. Most residents were pleased with the quality of the works achieved.
 - 4.1.3. **Action: Quadrant to complete all snagging issues and be able to report full SL sign-off by the time the Directors' Report is agreed, ie 27 Sept (see 11.1) .**
 - 4.1.4. Balconies: Quadrant reported that wherever SL had found a balcony surface to be defective, this had been reported to the owner to decide what action to take, and whether to instruct SL or its sub-contractors to do the work. Action by Quadrant and SL is now in hand to follow up with owners concerned.
 - 4.1.5. Quadrant responded to requests for a progress report on trial of roadway-painted signage to deter vans/large vehicles from entering the Paveley roundabout. **Action:** Quadrant to give the Secretary a fully costed proposal, for a possible AGM resolution or later Board discussion.
- 4.2. MS introduced this item (pedestrian gate to the western walkway). After extensive discussion the Board agreed that the following draft resolution would be put to the AGM, together with a sketch showing the gate design as consented to by WBC:
“RESOLUTION: that a new pedestrian gate shall be created near the end of Whistlers Avenue onto the footpath connecting BCR and the riverwalk, to match the podium gate and keyed alike, at a cost not exceeding £25 per MW property.”

[NB £25 per property, slightly higher than the £15 in the paper, allows for Wandsworth's costs in rebuilding the wall footing and planted area, a condition of the planning consent.]

5. Accounts

- 5.1. As noted in the paper for this item, draft service charge and provisions had arrived extremely late. The draft statutory accounts had arrived even later, and were not available to the meeting. The Board expressed concern at this lack of timeliness.
- 5.2. The item was remitted to be discussed in correspondence.

6. Board and Company Secretary issues

- 6.1. SJ introduced the paper, saying that the transition to the new Company Secretary seemed to be going well, but was throwing up systemic issues in handling conveyancers, transfers of ownership and matching of shareholders to Land Registry ownership.
- 6.2. Other Directors welcomed the progress made, and supported proposals in the paper (a) to open a new bank account in MWML's own name (its first in 38 years of trading!); (b) to pull together all key records, current and historical, into a single Access database; and (c) to centralise within the Company Secretary role all aspects of dealings with conveyancers (LPE1, Certificate of Compliance, share transfers etc) on a 6 month trial basis (with **Quadrant** providing some LPE1 information, eg owner's balance).
- 6.3. The Board welcomed the new website www.morganswalk.online but there was not time for this to be demonstrated. MCS volunteered to show it to Directors individually, giving them their secure login credentials. **Action:** interested members to approach MCS.

7. Covenants

- 7.1. MCS introduced the paper, noting that the covenants were binding, immutable but also dynamic. It answered to all comments made to date by various shareholders, about MWML's powers and duties to enforce the covenants. Basically, these were a framework to ensure a harmonious, mutually respectful community. The Estate Regs flowed from the covenants but were clearly subsidiary to them. In discussion Directors noted that the paper would helpfully put to bed many ill-informed opinions. A short summary should be incorporated in the Directors' Report ahead of the AGM. It would be a useful repository that the Board could draw on in future.

8. Estate Regulations

- 8.1. MS introduced the paper with a brief history of how the 2016 revision had been prepared, launched and endorsed by the AGM. He was glad to have confirmation in the paper of the Board's rights to regulate, including in matters beyond the strict limits of the Amenity Lands. The current Regs should now be revised:
 - 8.1.1. removing words which (given the covenants paper) were clearly wrong;
 - 8.1.2. introducing two new regulations (28 on events in the gardens involving non-residents, and 34 on new alterations procedure, subject to decisions on item 9)
 - 8.1.3. otherwise re-presenting the existing rules in a more positive and coherent way;
 - 8.1.4. promising that in future the Regulations will be kept under continuous review, being presented annually for re-endorsement by the AGM, thus ensuring a more dynamic process and ensuring continuous, informed consent.
- 8.2. He proposed that the version at Annex C should be taken as a working draft, and invited **all Board members** to comment in detail to the Secretary **by close 18 Sept** so that a revised draft could be circulated and agreed in correspondence in time to issue with the other AGM papers (for dates see item 11).
- 8.3. In discussion the Board agreed that a version would be submitted with the AGM papers along with the following resolution:

“RESOLUTION: that the Estate Regulations will be re-issued as in the attached text, and will thereafter be confirmed or amended at each subsequent AGM.”

9. Process for handling applications for consents to alter; new requirement to notify works

- 9.1. Introducing the paper, KK said he was now persuaded that a sensible process could be introduced which could successfully achieve two objects:
 - 9.1.1. distinguish between cases where (a) no consent was required, (b) no consent could ever be given, and (c) those lying somewhere between these extremes;
 - 9.1.2. minimise risks of “*annoyance*” (using the key word in the covenants) to residents through inconsiderate implementation of building works, by requiring their prior notification to Quadrant.
- 9.2. In discussion Directors agreed that some such process was required, if only to allow the Board itself to carry out essential infrastructure works (some of which could themselves have visual impact, ie using the words of the covenants they might “*alter or depart from the overall landscaping scheme*”).
- 9.3. After discussion the Board agreed to put forward to the AGM the whole of the paper for this item (including the requirement to pre-notify significant works whether or not requiring consent), subject to any detailed amendments that might be agreed in correspondence between now and the due date for papers to issue, ending with the following Resolution (identical to that in the paper):

“RESOLUTION: that the Board shall be empowered to issue a Licence to Alter on application by any MW owner where the following conditions have been met:

1. the applicant undertakes to meet all necessary planning and building consents;
2. the applicant has submitted technical plans by reputable surveyors and/or structural engineers which demonstrate how any structural etc issues would be addressed;
3. the applicant agrees to meet any necessary costs by the Manager in vetting or approving such plans;
4. the applicant can show evidence of support in principle for the plans from the owners and/or residents of (a) neighbouring properties; (b) other properties whose windows/balconies/terraces are in line of sight of the proposed alteration; and (c) a broad cross-section of owners of other properties on the Estate;

5. the applicant agrees to minimise disturbance during the work; to abide closely by the exact terms of the licence; and to meet all agreed conditions set by MWML: on pain of revocation of any granted Licence to Alter, and a requirement to reverse the works so that the property is reinstated to what it was previously.

If this Resolution is approved, the Board will institute a consultative process whereby qualifying applications for a Licence to Alter will be first reviewed by a representative group of resident shareholders, and then submitted to the Board for rapid decision.”

10. Thames river wall/defence

- 10.1. MS introduced the paper, reminding Directors of its confidential nature.
- 10.2. In discussion the Board agreed the need for discretion at the AGM, and in general until a number of points had been completely clarified.
- 10.3. It was agreed that as part of that process:
 - 10.3.1. the Chair would now write as drafted to Wandsworth BC and the Environment Agency; and
 - 10.3.2. references to the “river wall” would be removed from the accounts and provisions, and re-titled as “infrastructure”. **NB: the provisions spreadsheet and esp. service charge certificate (item 5) need to be revised accordingly. Action:** Quadrant to pursue **urgently** with LBCo, and present revised version to PG and MCS for AGM.
- 10.4. The Board agreed to receive a further update before the end of 2021 on this matter.

11. AGM

- 11.1. MS introduced the paper and gave target dates for the issuing of papers for the AGM as follows:
 - 11.1.1. All papers to be agreed by the Board by close of business Monday 27 Sept
 - 11.1.2. First mailing/ hard copy delivery / website or Gaggle group alerts to go out to shareholders by close on Friday 1 Oct (to give certainty that even if they arrive only by Tues 5 Oct, they all get a full 23 days’ notice, being in excess of the 21 days required by law). **Actions:** Secretary, then Quadrant for delivery.

12. Directors’ Report

- 12.1. MS asked each Director to consider points they would like included in such a collective Report, and to pass them to the Secretary **by close 18 Sept**.
- 12.2. MCS undertook to circulate a proposed full set of papers by 19 Sept, allowing final decisions and circulation to the deadlines in 11.1. **Action:** Secretary

13. Future infrastructure needs

- 13.1. SJ said that given the many uncertainties this was not the moment for a full discussion. As lead Director she would offer a scoping survey at the next meeting post-AGM. She would welcome sight of previous papers, particularly one on car charging on the Estate; and she looked forward to a discussion with Ken Fergusson. **Actions:** SJ.

14. AOB

- 14.1. PG raised the issue of insurance for the blocks of flats. One block (20-29 Th Cr) now carried a £25k excess (shared collectively). Quadrant had agreed a year ago to seek alternative insurance quotes. Now the date had passed and the premium was paid for a further year without any competitive process having occurred. MBS responded that such insurance was led by Danesdale who used Ferndale as their broker. In 2020 he had sought other quotes through Ferndale who had reported that (partly because of a general tightening of the residential insurance market,

with the preponderance of water-damage claims making this an unprofitable field) no alternative quote had been received.

- 14.2. The Board pressed **Quadrant** to do two things: to press Ferndale to secure quotations from a wide range of insurers w.e.f 26 August 2022; and to discuss the matter with Danesdale and look for a joint solution. **Update:** Quadrant say that they will gladly take such action but it will be unrealistic to expect other insurers to quote until the block has a three-year claim free history, which it may have by summer 2022 ahead of the next renewal. They suggest reversion to this matter some 8 weeks ahead of 2022 renewal.
- 14.3. PD raised an issue on behalf of the Estate's principal cleaner, **Mauro**, who was currently employed on a fees basis by an agency. As a result his own hourly pay is barely above the minimum wage, whereas the fees MWML pays to the agency are substantially higher. Mauro has asked whether the Board would retain his services if he created his own company, cutting out the middle man.
- 14.4. The Board discussed whether there would be any damaging or adverse implications for MWML, Quadrant or residents eg:
 - 14.4.1. employment conditions: it was confirmed that Mauro is not employed by us now and would not be in future; his company would be responsible for all tax, terms, conditions, pensions and benefits issue, as now
 - 14.4.2. replacement cover: Mauro already finds other people to fill his post when absent on leave etc, and his company would do the same in future but each cover worker would benefit from the same removal of the agency margin.
- 14.5. The Board noted that residents were generally very content with Mauro's services. Under these proposals they would seem to lose nothing, and gain a better rewarded worker at a similar overall cost. They therefore gave the green light in principle. The Secretary offered to mentor him through some of the processes of "going it alone" (as he had done for Elmi Rama, the ex-Hamptons handyman). **Action:** Quadrant to discuss with Mauro, and give him a 12 month probation on the new basis. If successful, it can be announced to the 2022 AGM as a proven success.

15. Next meetings

- 15.1. **All members** were asked to consider the proposed dates and notify the Secretary by **18 Sept** of any meeting which they would have real difficulty in attending even by Zoom/Teams/Whereby.
- 15.2. PG asked if MS would kindly agree to be the continuing Chair and SJ suggested this should go through to the 2022 AGM (13 months). Many Directors endorsed this. MS agreed on the understanding that (a) he would then be relieved and (b) since he would be abroad for several months in 2022, at least one meeting would need to be remotely chaired. MCS undertook to facilitate this. **Action:** Secretary.

The meeting closed at 19:55.

Signed



Director

Date 20 September 2021

Action points: see attached sheet

Action points from Minutes of Board meeting 7 September 2021

3.2 metal thresholds for block entrance doors

Action: Quadrant to supply full details to the Secretary, by 27 Sept (deadline for Directors' Report/AGM papers)

3.3 set up a 'lessons learned' list from SL 2021, for next MW tender for major works. **Action:** Quadrant to confirm list set up.

3.5 DDs as payment method for service charges. **Action:** Quadrant to review how to become a DD originator – if doable, include in Directors' Report AGM papers.

4.1.3 SL works sign-off: **Action:** Quadrant to complete all snagging issues, and be able to report full sign-off, by 27 Sept deadline for Directors' Report/AGM papers)

6 website: **Action:** interested Directors to approach Secretary for a demo/ secure credentials.

10 references in accounts to "river wall" to be re-titled "infrastructure". **NB:** the provisions spreadsheet and esp. service charge certificate (item 5) need to be revised accordingly. **Action:** Quadrant to pursue **urgently** with LBCo, and present revised version to Secretary, in good time for AGM papers mailing.

11 First mailing/ hard copy delivery / website / Gaggle group alerts to go out to shareholders by close on Friday 1 Oct. **Actions:** Secretary, then Quadrant for delivery.

13 future infrastructure needs: SJ to offer a scoping survey at first meeting post-AGM. She would aim to read previous papers eg on car charging on the Estate; and would discuss with Ken Fergusson. **Actions:** SJ

14.3 Mauro (cleaner): **Action:** Quadrant to give Mauro a 12 month probation on the new basis. If successful, to be announced to 2022 AGM as a proven success.

15 Action: **all members** to confirm that they can attend on all proposed dates (where necessary, remotely), by **18 Sept**.