**VICTORY HILL MANAGEMENT COMPANY LIMITED**

**Minutes of the Board meeting held at Winton House, Winton Square, Basingstoke RG21 8EN on Tuesday 5th February at 7:00pm.**

**In attendance:**

Mr. L. O’Sullivan – Managing Director, GH Property Management Services Ltd

Mr. C. Davison – Chairman, Victory Hill Management Company Limited (CD)

Mr. W. Buckley - Director, Victory Hill Management Company Limited (WB)

Mr. D. Griffiths - Director, Victory Hill Management Company Limited (DG)

Attending at 8:20pm

Ms. J. Pankhania - Director, Victory Hill Management Company Limited (JPk)

Ms. J. Parmar - Director, Victory Hill Management Company Limited (JPm)

It was noted that the meeting was being recorded by WB. Voicemails were left with JPk and JPm, with the assumption that they were currently travelling, and that they would join the meeting as soon as possible.

**Appointment of Directors**

DG wished to query the assumption that both original Directors approved the previous meeting, when he believed, from speaking with JPk, that this was not the case. Consequently, he believed that there was an issue with the appointment of the 3 new Directors.

CD explained that he believed that JPk only objected to WB’s appointment, rather than all 3 appointments. DG requested confirmation regarding the legality of the 3 appointments, and CD confirmed that this was the case.

**Minutes for the meeting on 21/01/13**

The minutes for the 2nd half of the meeting were approved. The first half were noted as best case observations by LJOS, rather than full minutes, due to the difficulty of keeping track during this part of the meeting.

LJOS confirmed that these minutes were written by him, aside from a small amendment by CD to aid in identifying different parties.

The approval of 1st half of the minutes were deferred until approximately 8:00pm for further attendance (**NB:** - JPk objected to the first half of the minutes upon her attendance, and it was agreed that she would produce her own account of this part of the meeting).

**Budget 2013**

CD explained that although there was cash in the bank account, nothing had as yet been collected for the 2013 period and as such the development was currently existing on 2012 reserves.

It was confirmed that no documentation of actual expenditure had been received from Alan Foster Associates, and very little from IYP. It was noted that AFA had concluded their management on 27.09.12, but there had been very little progress in resolving their dispute with Victory Hill due to the non-functioning Board of Directors.

It was acknowledged that due to the lack of information regarding actual expenditure, that there was insufficient data to produce a fully accurate budget for 2013, but that the draft was the best that could be produced using the information that was in the company’s possession.

LJOS presented his draft financial pack for the Board’s consideration. Although it was sparsely populated by data at this stage, further success in resolving the issue with AFA would release financial information that could then be incorporated. It was agreed that LJOS would complete the January document at the earliest possibility, and that he would go back to the end of AFA’s management to conduct an audit trail of the finances.

The variation in service charges per property was discussed, and the Board were informed that this mainly surrounded the different advantages and disadvantages of larger and smaller blocks. For example, projects such as gutter clearances would be significantly less on the smaller blocks due to the lesser height, but items such as redecorations would be significantly more per property due to the lesser number of units to spread the costs between.

It was noted that the reserve funds for the smaller blocks have been very insufficient, and as such it was being proposed to increase them substantially.

It was proposed that the possible legal fees incurred in dealing with Alan Foster Associates should be incorporated into the estate budget. The amount to be included was deferred until 8:00pm (**NB:** - The amount was later approved at £18000.00)

**Miscellaneous**

It was requested that as soon as is practical that weekly updates be provided for each block for Jeff and Len to post on the Notice boards.

A new tree was requested on the plot of land between blocks Y and D to match the opposite side. This will be added to the grounds improvements quotation.

It was agreed that the previously proposed line of communication to the caretaking staff (i.e. that the Board decisions would be provided to GH and they in turn, where necessary, would inform the on site staff) was a sensible one in order to streamline the communications in both directions, and that this would be implemented.

**JPk and JPm both joined the meeting at this point.**

**Appointment of Directors**

JPm raised the question of the legality of the 3 Directors’ appointments, and as she was not present during the first explanation, this was discussed again.

JPk objected to the first half of the minutes of the previous meeting, and would produce her own corrections. She did not comment on the 2nd half as she was not party to that part of the meeting.

JPk does not recognise the recent appointments of the 3 new Directors. She did state that she was happy to continue the meeting with all parties present, but that she would consider the new appointments as ‘Observers’ rather than Directors.

**Budget**

It was confirmed that the figures being discussed are the same as those discussed previously, but transposed onto another document for comparison with 2012 figures.

The following amendments were agreed:

* All block reserve funds to be put back to the 2012 levels, whilst the surveyor undertakes his project management document to ascertain which works are required.
* The estate reserve fund will remain at £0.00.
* The external cleaning was to be entered as a separate line in each block budget, and broken down to reflect the different sized block.
* It was agreed that legal fees be entered onto the estate budget at £15000.00 + VAT (£18000.00), mainly with the possibility in mind of pursuing AFA for the outstanding information and documents.

The covering letter and budget summary to go out with the service charge invoices would be agreed between LJOS and JPm as soon as possible.

**Miscellaneous**

It was agreed that any objections to meeting minutes in the future would be noted, with proposed changes to be agreed at the next meeting.

The ‘Wet ‘n’ Forget’ project was put on hold, and CD was asked to produce confirmation of what was agreed regarding the external cleaning project.

Formal instruction was to be given to Malcolm at Vivid to proceed with the PMS for the development.

Due to current temporary financial difficulties at the development it was agreed that JPk would empty the reserve funds held into the current account with regards to cash flow.

CD wished to make it clear that he was not aware of certain payments made in January, in particular the splitting up of the Building Insurance payment.

It was agreed that the option of the leaseholders paying in 10 monthly amounts would be removed, and should this be requested by an individual leaseholder, that this would be considered on a case by case basis.

The meeting concluded at 9:45pm