



Victory Hill Management Company Limited

Residential Management Company limited by guarantee with no shares
 Co no.: 04659245 Registered in England and Wales
 Registered office:
 c/o Chaney's Chartered Surveyors
 Chaney's Chartered Surveyors
 Chiltern House | Marsack Street | Caversham | Reading | RG4 5AP

VHMC Directors Meeting

Meeting Details

Date	Monday 3 rd February 2020	Time	18:30pm	Venue	The Apollo Hotel, Basingstoke
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Present	In attendance	Absent / Apologies
<ul style="list-style-type: none"> • Martin Edge • Matt Garvey • Jaz Parmar • Wayne Buckley (dialed in over telephone) • Des O'Neill • Stewart Smart • Dave Griffiths 	<ul style="list-style-type: none"> • Sarah Morrisen (Chaney's) • Andrew Copley (Chaney's) 	

Minutes of Meeting

Item	Description	Due Date	Action
1 18:30	Meeting commenced at 18:35 hours <ul style="list-style-type: none"> • AC advised that WB would attend the meeting via telephone dial in • D'ON raised an objection to this • Remaining Board members agreed to continue with the dial in 		

2

18:40

Management Company

Confirmation of VHMC Chairman

- ME confirmed that he would present his case for Chairmanship
- MG asked if it was a confirmation of the previous vote for Chairmanship or a requirement to present a case for Chairmanship
- D'ON advised that at the previous Board meeting it was agreed that those standing for Chairmanship would present their case to the Board
- WB – confirmed his understanding that it was a confirmation, but others could provide a presentation for their Chairmanship if they chose to do so
- D'ON advised that he wasn't happy with the way that the current chair (MG) was elected to the role hence why the case for Chairmanship was agreed.
- D'ON asked for it to be noted formally that previously, WB asked him to put forward a proposal to which D'ON refused

Martin Edge

- ME – stated that he stepped down from the role of Chairman late 2019 due to a VHMC Board meeting (without the presence of Chaneys) being taken over with the intention to bring D'ON down
 - Also, the stepping down from the role was also due to D'ON being asked to resign from the VHMC Board (properly/improperly)
 - ME wanted to put forward a re-proposal to confirm the previous decision of the VHMC Directors and to re-affirm and allow those not present at the previous meeting, to vote
 - ME presented his power point presentation
- Matt Garvey**
- MG stated that ME was an excellent chairman and until of late he was his greatest champion during the 6 years of Chairmanship, however in the latter part of 2019 felt there was a lack of inclusivity and some Board members weren't being fully involved in a meaningful way, which in turn prompted a lack of confidence
 - MG - I have been an MD for 9 years for a not for profit organisation, the only executive Director on a Board of Trustees. I have significant business experience.
 - MG – I believe the greatest resource is the other Directors on the Board. Being the Chairman is about facilitating this and not being the only voice in the room.
 - In terms of characters of Board members, some have said things they have later regretted. As Chairman, I would bring a levelheaded and assertive manner.
 - I would value each Board member whether they come to the estate a lot or just attend Board meetings, regardless you will be equally valued.

<ul style="list-style-type: none"> • Maintenance of the estate is of most importance considering the original build quality and going forward to ensure we make Winterthur Way the best place to live. • AC – we do not come up against this situation often. As Managing Agents, we require stability, cohesion and direction. This situation has caused us anxiety and stress. • D’ON – thanked Martin and Matt but raised concerns that the meeting whereby Martin’s Chairmanship was resigned didn’t follow the correct process and procedure. Considers that Matt has an assertive manner and controls the Board. • D’ON – ME was an excellent Chairman. Asked if MG is a managing Director, would he be able to commit to regular visits to site – MG replied yes, he would • WB – responsibility of the site should be with the Managing Agents (Chaneys) and not Board members • D’ON – we should allow Chaneys to manage the site • MG – agreed that the Board should not interfere but also didn’t want to undermine the Board and their decisions • WB – would like to collectively use the talent around the table. Even if one Board member doesn’t have a particular skill set, those that have the skills can support • WB – we need to appoint a Chairman with the best skills • D’ON – we need to make the best choice for the Estate • JP – echoed what was already said, ME was a great Chairman but as time went on felt that his judgement was being swayed which caused her anxiety when attending Board meetings. JP felt that it was time to give somebody else the opportunity to become Chairman. • SS – agreed with what had already been said, stated that he felt uncomfortable at meetings and felt that decisions were being taken that were not in the best interest of all. Supported the change of Chairman. • DG – didn’t want to comment but not happy with the situation. ME took the decision himself to step down as Chairman after which Matt was voted in, end of issue. • WB – ME done a fantastic job as Chairman, however felt that his presentation was a lot if ‘I’ and not ‘we’ and whilst it’s not a case that ME can’t be Chairman, MG should remain as new Chairman. WB – asked if ME would take on the role of Vice Chairman. • ME – not surprised to hear the comments and in response to WB – does not need to be Vice Chairman to work with MG collectively but happy to work with MS. Noted that 3 Board members commented re meetings being swayed and asked why the 3 did not come directly to him with their concerns? • D’ON advised that he would like to put himself forward as Vice Chairman – no comments were received regarding this • WB – no further comments to make • DG – asked for Clarification from D’ON about how the Board interfered in the Managing Agents role? • D’ON – prime examples can be referred to in previous minutes 		
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	<ul style="list-style-type: none"> • D'ON – we agreed that everyone would be copied into all correspondence regarding any matters relating to VHMC • MG requested that board members should be able to communicate during Board meetings without interruption. 		
<p>3. 19:20</p>	<p><u>Maintenance</u></p> <p>MSCP – grills to remaining areas 2nd floor and grills to top level</p> <ul style="list-style-type: none"> • D'ON – wanted to highlight that the exposed openings to the top floor of the MSCP are a suicide risk and that grill should be installed to prevent this. To install grills for the remaining openings of the 2nd floor would cost IRO £1000 • WB – would support the grills on the 2nd floor but not to proceed with grills on the top floor • ME – have we budgeted for this? And are there any regulatory requirements? • DG – if it has been okay for this long without any suicides then doesn't see the need to proceed with grill on the top floor • SS – agreed 2nd floor but not top floor • JP – agreed 2nd floor but not top floor • To conclude, proceed with remaining grills to 2nd floor but not to proceed with grills to top floor 		SM
<p>4. 19:30</p>	<p><u>Leaseholder Issues</u></p> <p><u>Swapped Parking Space</u></p> <ul style="list-style-type: none"> • SM explained why the swap happened. This was due to the Resident continuously being block in by Residents parking on the double yellow Council owned land. The situation had been going on for over a year • DG – I don't know anything about this • ME – SM has just given you a full summary of the situation • WB – advised that a prolonged change would change the land ownership by law • SM – it is an informal arrangement and under the terms of the Lease, the bay listed in the Lease will always remain the same • D'ON – will consult his Solicitors • MG – does not want it to be a legal issue but would prefer to draw a line and undo the decision • ME – yes if we treat everything to the 'T', but this case has been treated pragmatically and Leaseholder has not been advantaged/disadvantaged by this acceptable temporary solution • AC – SM will formalise the arrangement and we will put a formal process in place that will be looked at on a case by case basis • Voted: 		SM

<p>4.. 19:55</p>	<p>YES: ME D'ON SS WB</p> <p>NO: DG JP MG</p> <p>To confirm, change of space allowed D'ON will formally apply retrospectively</p> <p><u>Insurance Works 366/367</u></p> <ul style="list-style-type: none"> SM advised that insurance works to the curtain walling (Communal Windows) above 366/367 had followed a process of redaction by the insurers. This is being appealed by SM. Costs IRO £32,000. Will instruct Solicitors of necessary. <p><u>Projects</u></p> <p><u>Estate Office</u></p> <ul style="list-style-type: none"> SM advised that the deadline had been extended to 12th February to allow Landscapes time to review the official planting plan Ross at Oakstons (agreed Contractor to carry out the works) will schedule in a date to start once go ahead has been given but expected April 2020. A payment of a deposit will be required prior to commencement of works DG – offered to take the lead on the estate office project and would arrange a visit to site <p><u>Communal Lobbies</u></p> <ul style="list-style-type: none"> SM – The main entrance doors have been completed and have been subject to several adjustments CCTV is in the process of installation and will be live within 2 weeks Undercroft shutters – in the process of being installed, undercroft entrance doors are currently being manufactured JP – noted that the camera in Elm looks directly onto the main entrance door but it would have benefitted if it looked onto the lift – SM will investigate D'ON – this will allow a 2-pronged approach regarding behaviour onsite: CCTV PCSO's 		<p>D'ON</p> <p>SM</p> <p>DG</p>
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<ul style="list-style-type: none"> SM discussed heaters and that the removed heaters were no longer fit for purpose. Replacement heaters require 2 electrical feeds (on peak and off peak) whereby the previous heaters only required an off-peak supply. To facilitate this a 2nd supply would need to be installed increasing costs. D'ON has suggested infra-red heaters that are more cost effective and energy efficient ME – with the upcoming warmer weather, should we wait? D'ON – if we don't heat the lobbies, we will be at risk of getting mould and condensation SM to provide costings of infra-red heaters SM – advised that we should provide fobbed access to the bin store which was agreed SM to provide a spend to date analysis v projected project spend (Communal lobbies) <p><u>Children's Play Area</u></p> <ul style="list-style-type: none"> MG – the grassed area between Birch and Cherry has become very dilapidated due to children playing there and we need to move Children away from the area SM to look into costings for fencing off the area and fencing and raised beds SM – Had previously met with Cllr Westbrook and Lorcan Loughrey (Leaseholder at Winterthur Way) re concerns regarding children playing and other disruptive actions by some Residents. SM will arrange a further meeting between MG and Lorcan (SM will contact Lorcan to request) MG – we need to move them away from the area, but do we want an alternative play area. D'ON – I will arrange a feasibility study DG – what are the cost implications of this? D'ON – it will be free of charge DG – will a designated play area stop children playing? D'ON – No, but we will have somewhere to send them <p><u>Consent to Let</u></p> <ul style="list-style-type: none"> SM – Reminders and charges issued to those that haven't registered for Consent to Let <p><u>Articles of Association</u></p> <ul style="list-style-type: none"> ME – will circulate discussion notes prior to next Board meeting AC to remove previous Articles from Winterthur website 		<p>SM SM SM</p> <p>SM</p> <p>SM</p> <p>SM</p> <p>SM</p> <p>D'ON</p> <p>ME</p>
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<p><u>VHMC Code of Conduct</u></p> <ul style="list-style-type: none"> AC – supplied a similar Code of Conduct from another site WB advised that there is already a VHMC Code of Conduct available AC to circulate the VHMC Code of Conduct to Directors SS to lead on this AC to pass on Solicitors details to SS <p><u>Jeffrey Ross</u></p> <ul style="list-style-type: none"> Discussed – redacted due to confidentiality Agreed that a tree would be planted in memory of Jeff and some of his ashes dug into the ground surrounding the tree – Sue Ross has given her approval for this MG/SS thanked Des for his help supporting Sue Ross and the arrangements for Jeff MG – requested that we explore death in benefit scheme for existing VHMC Staff <p><u>Onsite Staff</u></p> <ul style="list-style-type: none"> Chaney's will submit their revised proposal to reflect the change of circumstances re JR AC – will issue the proposal including SM feedback re onsite staffing structure for feedback and comments from Board Members D'ON – There is a bigger issue and we need to go back to previous minutes where the re-tendering process was discussed and recorded. D'ON stated that he was asked to leave the meeting during the tender discussions but was not called back when the discussion reverted to Chaney's agreeing to propose re onsite staffing AC – all of the factors on the table (inc Chaney's Proposal) are yet to be agreed and their proposal was not on a like for like basis WB – we need to be clear about what we want to achieve and offer a formal tender and would be happy to go through a tendering exercise ME – reviewed the received tenders and presented a summary to the Board and it was decided that the costing was too expensive. D'ON was not present for these discussions. ME – MG (As Chairman) should revert back to the full unredacted minutes and make a decision as to whether the correct procedure was followed MG – will revisit the original minutes of the meeting SM will supply relevant minutes to MG SM to circulate the original tenders and spec to all (Inc D'ON) prior to next Board meeting 		<p>AC SS AC</p> <p>SM/D'ON</p> <p>SM</p> <p>AC AC</p> <p>MG SM</p> <p>SM</p>
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<p>5. 21:15</p>	<p><u>A.O.B</u></p> <ul style="list-style-type: none"> • Date for AGM – Monday 18th May 2020, 7pm, The Barn 		
	<p>Next meeting – Monday 16th March 2020; 6.30pm – 9.30pm, The Apollo</p> <p>Meeting ended at 21:25 hrs.</p>		

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