

30/01/21

VHMC EGM 22nd February 2021 – Revised Notice and Agenda

Message from VHMC Chairman. Matt Garvey.

Dear VHMC Member,

In my day job I am Managing Director of a charity called West Berkshire Training Consortium in Newbury where we specialise in getting young people into employment. During my day job we teach apprentices and students about the perils and dangers of online abuse and bullying. Little did I realise that I'd find myself, my fellow VHMC Directors and the employees of Chaney's at the receiving end of such nastiness.

This general meeting, our third in 8 months, is convened in the face of a vitriolic campaign by an organisation calling itself *'Group of owners working to reduce charges and improve service at Winterthur Way'*. This small group of leaseholders is seeking to subvert due process and gain control of our Company.

I have been personally harassed by a ring leader of this group and have had to involve the police. VHMC Directors have been sent abhorrent anonymous emails from supporters of the group and publicly accused online of the wildest wrongdoings without a shred of evidence. Despite receiving legal advice to the contrary the group continued with a bogus EGM misleading members with claims that it was valid when it was not. It is my view that some of the leaders of this group have impersonated designated officers of VHMC, a criminal offence.

As if this were not enough, we have had to struggle against acts of fraud and involve various authorities to defend the company. We have seen a leaseholder fraudulently upload false memorandum & articles to our Companies House account in attempt to alter members' voting rights. Worst of all, I have received a letter from a leaseholder threatening lengthy legal bills if the directors didn't compromise on their outstanding debt to the Company. This behaviour is not just wholly unacceptable; in some cases, it's criminal.

To paraphrase a saying *'bad people succeed when good people do nothing.'*

I pose the question, what kind of company do you want? What is being offered by this group is a nasty, intimidating and toxic culture where online bullying, harassment and abuse are everyday tools in their managerial tool box. All this unpleasantness has been directed at the worst possible time for VHMC when we are dealing with the cladding issue. The sheer volume of rambling pointless emails, misleading online posts and confrontation aimed at the Board has literally sucked time away from this most crucial of issues. The group's leaders have drained resources away from members and their dubious acts have required legal intervention in an attempt to stop them. All of this time and money should be spent on the estate and not pandering to a disruptive minority.

While the current Board may not be perfect, its members have worked tirelessly to navigate us through these difficult times, during a pandemic and the existential threat of cladding. In my view we have made the best of a very bad hand, invested in the estate as appropriate and kept service charges broadly in line with regional norms. I pay tribute to my fellow Directors and to Chaney's staff who, in the face of abuse, have maintained their dignity, their integrity and, above all, their loyalty to members. Directors are all unpaid volunteers and between us we have logged over 700 hours in 2020 in service to VHMC.

Two long serving Directors will be defending a resolution against their removal from the Board. Martin Edge and Wayne Buckley have been exemplary and tireless advocates for leaseholders and I strongly encourage you to lend your support and retain their expertise. I credit them for saving VHMC at times of peril in 2012 following the disastrous tenure of a previous chairman and for professionally leading us on our cladding issue. They are an amazing asset and it would be to all our detriment to lose them.

This EGM is a crucial opportunity for members to take a stand for decency, honesty and the law. It is a chance to reject the toxic tactics of a small number of individuals who have self-serving ambitions. In short, it is a time for good people to do something.

I therefore hope that we can engage in a constructive discussion and consider the facts and merits of the resolutions on the agenda. The Board has indicated its members' position on each resolution and supplied further information and statements to help members.

Speaking for myself, I am also facing a resolution for my removal. While I hope to win your support, above all I would rather you reject pernicious forces seeking to seize control of our Company. The agenda indicates which of those standing do not have the support of any of the board members. It is my opinion and experience that these individuals do not serve the best interests of members and I would rather lose my vote and see their schemes defeated than to remain and see them succeed.

It is with sincere regret that we meet under such circumstances and I hope that common sense and decency prevail. Whatever the outcome at our EGM, it has been a pleasure to serve all the members of VHMC.

Yours

A handwritten signature in black ink, appearing to read 'M. Garvey', written in a cursive style.

Matt Garvey
Chair of VHMC

Please review the following information and then return the enclosed proxy/voting forms in the prepaid envelope. This document is being sent by post and email (DocuSign). You have the option to complete the proxy and votes digitally rather than by post.



VHMC General Meeting [Revised Notice & Agenda]

Monday 22 February 2021

Time: 1830-2030

Zoom Access Details:

Please click the link below to join the meeting:

<https://us02web.zoom.us/j/87660975252?pwd=TnVGVyt6aGQ3eWRvcVA2VGZWaUE5QT09>

Or Telephone: 02034815240

Webinar ID: 876 6097 5252

Passcode: 301409

Registration from 18:00

Please note this Zoom link replaces that issued previously

The board has indicated how it will vote in each of the properly tabled resolutions. This will help those members who wish to provide their proxy with direction on how it may be cast if that proxy is given to the chairman of the board of directors, Matt Garvey, or any other named member of the board.

Arbitration: In response to questionable activity in the run-up to this meeting a representative of the company solicitors *The Head Partnership* shall be present to adjudicate on questions of procedure and law.

Speaking: As this is a virtual meeting managing discourse can be very challenging. In regards to voting matters there are opportunities for statements and questions. Questions can be prepared and sent in advance to the Company Secretary who will endeavor to pose them to the General Meeting in as equitable manner as possible. In addition, questions can be posed 'from the floor' via the chat function.

Statements: Proposers of resolutions are entitled to **verbally** state their case. Where the proposer is absent a proxy may read a statement from them. Advocates for/against a resolution (other than VHMC Directors) must indicate to the Company Secretary 72 hours prior to the meeting that they intend to make a **verbal** statement at the meeting. In all matters of speaking, questions and statements members are encouraged to keep in mind the time available.

Voting: Only eligible members may vote at a General Meeting. The Company Secretary maintains a list of members eligible to vote. A resolution requires more than 50% to pass except for a resolution

marked as 'special' which requires a 75% majority. Validated proxy forms from members eligible to vote must arrive at the companies registered address (post or email) by 1800pm Friday 19th February.

Time: In the name of fairness the maximum allocated time for speaking, statements, questions shall be strictly applied. The meeting shall conclude at 2030 or earlier. The meeting shall adjourn where agenda items remain unconcluded. A further meeting will be called to finalise any outstanding business.

Conduct: Participants are reminded to communicate in a polite and temperate manner. Disorderly conducts or anything that may threaten the safety of members will not be tolerated. This General Meeting is an opportunity for all members to engage in a constructive discourse.

EGM Agenda

1. Overview of General meeting format by VHMC Company Secretary – Andrew Copley
2. Summary of validated proxy votes received by Company Secretary - Andrew Copley
3. Introductions by the current Directors of VHMC. Statements only.
4. Message from VHMC Chairman of Board of Directors - Matt Garvey
5. Update on cladding and mitigation - Andrew Copley & Martin Edge
 - a) Opportunity for questions – 15 minutes
6. **Special Resolutions:** To be voted on individually. 75% threshold in favour required to pass. In each case below the proposer is the VHMC Board of Directors. There will be a 5-minute statement in favour of the all resolutions by a member of the VHMC board. There will be the opportunity for a 5-minute statement against the resolutions followed by 10 minutes for questions. *In each case (resolutions 6a-6g) the directors intend to vote in favour.* **[See Appendix 1 for supporting information]**
 - a) No VHMC member who owes money to the company (or who represents a leaseholder owing money to the company) shall be eligible to petition for a General Meeting.
 - b) No VHMC member who owes money to the company (or who represents a leaseholder owing money to the company) shall be eligible to speak, lobby, campaign, submit resolutions, propose nominees for election or seek to influence voting matters at a General Meeting.

- c) No VHMC member who owes money to the company (or who represents a leaseholder owing money to the company) shall be eligible to stand for election to any office with the company nor shall they be eligible to be co-opted to any office by the directors.
 - d) No VHMC member who owes money to the company (or who represents a leaseholder owing money to the company) shall be entitled to hold or cast any proxy votes at a General Meeting.
 - e) Any VHMC Director found to be owing money to the company shall be suspended from the board and their privileges withheld until such monies are paid in full.
 - f) Any VHMC Director who owes money to the company after a period of 6 months since the demand for payment and/or who has a court judgement rendered against them in respect of monies owed to the company may be removed from said office by a 'simple vote' of the eligible directors.
 - g) Any newly elected or appointed VHMC director will not be permitted to take up their role until they have satisfactorily passed a Financial Conduct Authority (or successor government agency) screening check to ensure their appropriateness to hold a position of trust within the company; along with the VHMC Code of Conduct for Directors and the VHMC restrictive covenant governing conflict of interests.
7. **Election of new directors.** In each case the proposer is Colin Davison. Voting issue: Biographies will have been circulated and/or published along with statements from the Board of Directors on their voting intentions. Nominees will have 3 minutes to state their case. There will be a further 3 minutes for any statements opposing a nominee's election followed by 3 minutes of questions. Votes will take place after each individual presentation. **[See Appendix 2 for supporting information]**
- a) Colin Davison - *the directors intend to vote against*
 - b) Raphael Martins - *the directors have no set position*
 - c) Anne McCabe - *the directors intend to vote against*
 - d) Robert O'Brien - *the directors have no set position*

The Board received from Colin Davison a request to nominate Nash Patel. The Board have rejected the nomination on the basis that Nash Patel is not a member of the Company.

8. **Resolution for extending planning period.** Voting issue. This resolution is proposed by the VHMC Board of Directors.

"That Victory Hill Management Company Limited (the Company) shall fix annually the Reserve Fund contribution using a rolling period of 10 years to estimate expenditures in connection with provision of the Services. Clause 30.1 of the Fifth Schedule of the Lease is to be amended accordingly by deleting "3 years" in Line 4 and substituting "10 years"."

*The directors intend to vote in favour **[See Appendix 3 for supporting information]***

- a) Statement from Martin Edge in support of the proposal- 5 minutes
- b) Any statement opposing the proposal - 5 minutes
- c) Questions - 10 minutes

9. **Resolution for the appointment of service charge account auditors.** This resolution is proposed by Colin Davison. *The directors intend vote in favour*

- a) Statement by Colin Davison in favour – 5 minutes
- b) Any statement opposing the proposal – 5 minutes
- c) Questions – 10 minutes

10. **Resolution for removing directors.** Voting issue. The proposer is Colin Davison. A statement proposing removal have already been circulated. Directors will be able to state their case for 3 minutes followed by 3 minutes of questions before the vote takes place. *In all three cases the directors intend to vote against the removal of the following directors. **[See Appendix 4 for supporting information]***

- 1. Wayne Buckley
- 2. Martin Edge
- 3. Matt Garvey*

11. Question forum for members - 20 minutes

12. Closing comments from the chairman of VHMC.

*Should Mr Garvey be removed as a Director then the elected vice chair of VHMC, Mr Loughrey will assume the role and oversee proceedings to their conclusion.

In the event that full agenda is not been concluded by the scheduled close time then a vote on adjournment must take place.

Appendix 1:

VHMC Extraordinary General Meeting Special Resolutions 6a-6g

The board recommends that all seven special resolutions are adopted by members.

Only those who pay, should have a say at Winterthur Way

Our Memorandum & Articles, the constitution by which we run our company are clear that a member who owes money to VHMC is not eligible to vote at General Meetings. Evidently it is right that those who do not pay their way shouldn't have a say in how our money is spent.

However, you may be unaware that members who haven't paid monies due, even if they owe many thousands of pounds, or who continually are in arrears to our company, can still

1. Call for a General Meeting
2. Cast Proxy Votes
3. Propose resolutions
4. Nominate directors
5. Be submitted for election
6. Serve as a director

It strikes the board as perverse that members who have paid all monies due can be dictated to by those who have not. The board does not object to members who owe money from attending a General Meeting, but they should do so in an observer capacity only until their debts to are cleared.

It is our view that only those who pay, should have a say, at Winterthur Way.

There are seven special resolutions designed to right this situation and ensure that the company is influenced and run only by those who have paid. Two of the resolutions will also ensure that directors do not sit while they owe money to the company. It is dangerous for a director who owes money to the company to sit and make decisions about the company and its finances. They could interfere in action to recoup their debt or even try to secure preferential treatment. No-one wants a director more beholden to debt than to their fiduciary responsibilities to VHMC; it is the worst of all conflicts.

The board consider these resolutions as overdue common sense precautions.

The board ask members eligible to vote to approve **all 7 special resolutions** which, if passed, will strengthen the protection for leaseholders. As these are special resolutions, a threshold of 75% of participating members is required for the resolutions to pass. If passed, they will come into effect immediately and will be incorporated into the Memorandum & Articles.

Together we can make sure that only those who pay, should have a say, at Winterthur Way.

Appendix 2: Election of new directors;

- 1. Bio's of New Directors provided by Colin Davison**
- 2. Boards Objection to the appointment of Colin Davison, Anne McCabe/Des O'Neil**

Colin Davison

I first became interested in the Winterthur Way development when they were being constructed having worked since 1999 in the town. I bought my first property in the development in 2007, and loved making positive changes through being actively involved in the running of the development for a few years. Back in 2011 and 2012, I was able to identify a number of wasted costs incurred by the management company and we successfully moved the agents to one that looked after our needs better and properly identified opportunities to reduce costs, we managed to remove £150 from the annual costs, which is around half of what it is today. We worked out a far more cost effective solution for smaller blocks than having the same charges as the main big 3, and all major contracts were checked annually and we had a well-run development. I'm keen to ensure total transparency we had accounts presented annually of the service charges and members were able to scrutinise properly not possible today.

Rafael Martins

I am a Pharmacist and moved to Winterthur Way in August 2018.

I like to live at Winterthur Way and I think we can have good improvements, but I noticed since the beginning that the communication was not effective. After an increase of lack of transparency and open communication, being sometimes censored in comments and posts, I decided to create a new group on Facebook called Winterthur Way Residents that is and always will be open for everybody to be heard (Residents and Leaseholders). I decided to join the team for a new board to help to improve the communication and mainly to be open and transparent for everything that happens at Winterthur Way, have the voice/opinions of leaseholders taken into account for decisions and to help to better choose suppliers and maintenance to in this way have a better and quality service.

Anne McCabe

I bought two flats at Winterthur Way in 2004 with Des O'Neill. We work hard to maintain them in good condition and feel it's important the whole site is a nice place to live. Running Winterthur Way is running a business. The leaseholders pay for a service and should be treated like customers. All costs must be covered and funds will be needed to cover unexpected expenses so reserve funds must be available. Suppliers should be selected on the basis of quality and cost; smaller decisions should be delegated to the Board and Property Management; important and/or expensive decisions should be made with leaseholder involvement. I currently work in the family business doing most of the marketing, financial management and operational planning. My previous experience was mostly with Mars Inc. where I worked for 22 years in production, purchasing, HR, and sales and finance systems, so quite broad business experience. Before Mars Inc. I worked in the automotive industry in purchasing and at that time became a graduate of the Institute of Purchasing and Supply, and so have good understanding of getting value for money. I'm a pretty relaxed person and like everyone to have their say, but ultimately goal oriented and will push for decisions to be made.

Robert O'Brien

I have owned a flat in Winterthur Way since 2006. I am a Chartered Building Surveyor qualifying in 1980 and appointed as a Fellow of the Royal Institution of Chartered Surveyors (FRICS) from 1994. During my career I have had various roles and experience in the specification and management of construction, planned maintenance, analytical maintenance and contractual matters regarding residential units. I was the first Facilities Management Director in Capita prior to forming my own company in 1997. I am willing to put myself forward to be considered as a Director and/or to provide advice, if required, to any change in the Board

Message from the Board: Objection to the appointment of Colin Davison, Anne McCabe

Members of the Board, Chaneys leadership team and on-site staff are exhausted, having to waste many hours reviewing and responding to the spurious falsehoods concocted by what is a small group of members led by an even smaller group of ring leaders. Anyone reading the nature and volume of abusive and threatening e-mails sent to Board members in the past three months would probably find it hard to conclude anything other than that the Board is being harassed and unreasonably attacked for simply undertaking what is, ultimately, a voluntary role: a role being performed to safeguard residents, protect homes / investments, and minimise costs.

Some background to the current situation:

In 2012, persistent aggressive bullying and threatening behaviour contributed to the progressive resignation of four honest and hardworking directors, leaving Colin Davison and one supportive member with majority control of the Board, and yet Colin Davison is now accusing the current Board of such behaviour.

By manipulating the voting process at the subsequent EGM, the remaining independent Director was removed, new Articles of Association were illegally "adopted" and our then Managing Agent was arbitrarily removed. The latter resulted in significant legal and settlement costs being incurred by members, amplified by Colin Davison's refusal to consider arbitration or settlement.

VHMC was then controlled by Colin Davison and one other Director, with no managing agent. Services were largely suspended and financial records were not maintained. VHMC accountants were never able to fully reconcile income or spend during this period, and yet the current Board is being accused of misappropriating funds, funds that can be fully accounted for.

Service Charge arrears currently stand at over £140,000. Approximately half of these arrears are in the process of being collected following successful court action. Of the remaining £70k, c50% is attributable to a very small number of the proposed new Directors. With control of the Board, these individuals would have the power to suspend debt collection and rescind legal action. Whilst Chair of VHMC, Colin Davison charged VHMC "administration" costs that were subsequently written off against his outstanding charges. In more recent letters to the board, Colin Davison has explicitly stated that we could "avoid the lengthy legal matters and expenses if we come to some basis of getting a compromise on the service charge debt".

Colin Davison has previously stated that he would stop pursuing changes to the board if VHMC agrees to write off his arrears. With a Board majority, the new Directors will have the power to suspend debt collection and rescind court action.

Des O'Neill and Anne McCabe are partners, joint members of VHMC and co-directors of Linx Property Solutions. Whilst a Director, Des O'Neill passionately fought to retender contracts and increase spending and submitted a proposal to take control of on-site services. This proposal was rejected by Board members, both for not representing value for money, but also due to the clear conflict of interest.

So, what's the real reason for the changes being proposed by the new group? To improve services? To reduce costs? The Board strongly believes that the proposed new Directors would likely run our services for personal profit, stop in-flight legal action and write off arrears.

And, finally, the biggest threat is that any board that is largely controlled by Colin Davison and Des O'Neill has the potential to have a catastrophic and long-lasting impact on members' investments. Our Managing Agent will resign. The cost implications of not remaining focused on the current cladding issue will likely bankrupt some members. The new Waking Watch and the potential for not receiving the full cost of replacing the cladding from the government fund are classic examples of why a substantial reserve fund is needed.

These are not words we share easily. We're not trying or intending to scare. We are simply stating the reality of the situation as we see it, from where we sit with the benefit of our experience, our track record and with knowledge of the proven behaviours of both Colin Davison and Des O'Neill. We cannot, therefore, support the appointment of Colin Davison, Des O'Neill or Anne McCabe to the Board.

The information that follows is extensive and detailed, but we urge you to take the time to read it: you need to understand the facts and separate them from the misinformation and intentional disinformation being spread by the new group for their own personal interests and gain.

It is for members to decide if the work we have done has been of such poor quality and standard over the past few years that it warrants our removal or collective resignation. It is for members to decide if each and every member of Colin Davison's group is of good standing and fit to lead Winterthur Way.

Yours faithfully

The Board of Directors

Matt Garvey (Chair)
Wayne Buckley
Martin Edge
Jaz Parmar
Stewart Smart
Edward Loughrey
Oliver Kirkham
Peter Bray-Spicer
Simon Hirst

Appendix 3: Background and Purpose – Extending Reserves horizon from 3 to 10 years

The Company is required to maintain, repair, amend, rebuild, renew and reinstate as necessary the Main Structures and the Common Parts of the Estate. Those Services that fall outside of the regular operation and maintenance (generally annual) are financed from the Reserve Fund.

An estimating period of 3 years is too short to capture many of these expenses: for example, external cleaning and repairs which typically occur every 7 years. A longer planning period (i.e. more than 3 years) is needed to smooth the accumulation of the Reserve Fund such that all Leaseholders contribute equitably to upkeep and maintenance.

Should the Resolution be adopted, the proposal to amend Clause 30.1 of the Lease will be put to the Landlord (Freehold Managers Ltd) for their agreement.



Victory Hill Management Co. Limited

Residential Management Company limited by guarantee with no shares

Co no.: 04659245 Registered in England and Wales Registered office:

Chaney's Chartered Surveyors

Chiltern House

Marsack Street

Caversham

Reading

RG4 5AP

Appendix 4:

- 1. Directors objection to the removal of Matt Garvey, Martin Edge and Wayne Buckley as Directors.**
- 2. Director Biographies.**

In all three cases the directors will vote against the removal of the following Directors.

Matt Garvey, Martin Edge and Wayne Buckley.

On an individual basis all three Directors will be willing to step down when the time is seen to be right, but to remove all three of the longest serving members at one moment seems like an irresponsible action. We are embroiled in the most serious crisis that Winterthur Way has seen: the non-compliance of the cladding on Cherry, Holly and Elm. The costs of remedy are currently being evaluated but will certainly exceed £1 million. We are in the queue for Government funding and it is essential that we don't lose a day in progressing the long and complex list of actions needed to ultimately get the buildings permanently compliant. By now you will all be aware that until the remedial project is completed sales and purchase transactions across the estate are effectively paralysed.

The re-cladding project has placed enormous strain on our managing agent Chaney's, for whom Winterthur Way is one of many estates facing similar problems. Matt, Martin and Wayne are all supporting Chaney's in different aspects of this crisis. Matt, as Chair, is taking a high-level view of all the ongoing demands and activities required to maintain the Estate and is prioritising our combined resources. Martin is liaising with our project management company Ridge who are procuring a remedial works contract. Wayne is focussed on ensuring our compliance and restoring regular meaningful engagement with members, as he did in the past.

Of course, no-one is indispensable. All the functions mentioned above could be carried out by others having the appropriate skills. Nevertheless, we are unanimous that the historical knowledge of Winterthur Way held by these three, combined with their vocational backgrounds in civil and company law (Matt) civil engineering (Martin) and management systems and communication (Wayne) are essential at this moment.

Matt, Martin, and Wayne have all dedicated many years of service to VHMC. Their by-words are good governance, fairness, and impartiality. In recent weeks, a number of accusations of dishonesty, self-interest, conflict of interest and self-betterment have been levelled against them. All these accusations are fabricated and are made either without knowledge of, or in denial of, the real circumstances.

We strongly recommend that you vote against resolutions to remove any of these Directors.

The Board of Directors

Edward Loughrey
Jaz Parmar
Stewart Smart
Oliver Kirkham
Peter Bray-Spicer
Simon Hirst

Existing Director Biographies. (Also see website)

Matt Garvey – Chairperson, VHMC

I moved to Basingstoke in 2007 when I bought a flat at the Victory Hill estate on Winterthur Way. My professional background is in apprenticeships and for the last 10 years I have been Managing Director of West Berkshire Training Consortium www.wbtc-uk.com in Newbury. As you'd expect I am experienced in running a business, managing finances and decision making. My business experience often comes in handy when acting as a director at VHMC. I enjoy volunteering as a director at VHMC since 2013. Over the years we have made a significant difference to the lives of residents and we endeavour to maintain the appeal of Winterthur Way. We don't always get it right and sometimes we can't change things as fast as we want but I assure you that whatever we do is with the leaseholder in mind.

Martin Edge

I am a professional civil engineer, retired since 2015. I've enjoyed a lifetime of managing construction projects. Prior to retirement I was a commercial director at AECOM where I concentrated on improving project performance for the benefit of the shareholders.

I've been a leaseholder at Winterthur Way since 2004. By 2013 I had become so frustrated with the failures of the VHMC board of directors that I determined to effect change from the inside. As Chairman from 2014 to 2019 I drew on my experience to address our weaknesses in procurement procedures, cost forecasting and improving efficiency in service delivery. My co-directors and I share common values: to maintain the estate in good order, to preserve the leaseholders' asset value and to keep Winterthur Way a safe and pleasant place to live. In doing this we constantly look for economies and savings in expenditure.

During my tenure as Chair, VHMC, working with Chaney's, delivered significant improvements to the infrastructure and environment at Winterthur Way, all of which was driven by what leaseholders had reported or requested at general meetings:

- Better and more economical lighting to the estate, the MSCP and in the blocks
- Safer environment in the MSCP, under-crofts and bin-stores by means of barriers
- Safer access and egress via the steps to Churchill Way
- Better landscaping
- Additional visitor parking

We regularised the registration procedure for approval to let and we introduced individual water meters to enable direct billing to the occupant. We created an Estate Rules book and put in place procedures to enforce it.

We established a long-term maintenance plan for the whole estate to enable a reserve to be built up which is fair and equitable to every leaseholder.

We extended the site office to provide an adequate and safe working environment for our managing agent and visiting service providers.

I don't take credit for all of this but I am proud to have been part of the team who achieved it. I handed over the chair in 2019 and the core of the team of directors is still in place. There is much work still to do. I remain active in overseeing cost control and the single most important issue today: the recladding project.

Wayne Buckley

I am a professional Consultant responsible for guiding organisations such as the NHS and Ministry of Justice through difficult and complex change. Since 2013 I have given up my time freely, and in return for no favours, to support the good running of the estate. Alongside Jaz Parmar, I volunteered to become a Director as a result of witnessing first-hand the appalling actions and behaviours of Colin

Davison and one other at the 2012 Red Lion Hotel AGM. Together, Jaz and I worked tirelessly to lawfully secure members support for enlarging the board and removing Colins controlling influence on our money, agent and the upkeep of our the estate.

Since joining VHMC, my focus has consistently remained on addressing our most serious issues - mitigating litigation with AFA, fixing ambiguous accounts, collecting unpaid arrears, accelerating overdue maintenance and now keeping members safe whilst we fix our cladding. On joining the Board I drove a step change in how VHMC engaged members – increasing the transparency of agents actions and the Boards decisions. I personally set-up the Winterthur Way website, prepared and distributed board packs and posted minutes to members. I created many of the presentations that for years provided regular updates on progress as our plans progressed. I did all of this with the enthusiastic support of both Chaney's and their predecessor, GH Property.

Whilst I never stood down, I did step back from my commitments to the Board. For a period, personal circumstance significantly constrained my involvement. During this time our engagement with you, our members, stalled and I can only apologise to members for my part in allowing that to happen.

In the run up to this EGM, imperfect communications from the Board – largely driven by the boards focus being elsewhere - and the prolific use of social media has allowed small cracks in an otherwise well ran estate to be maliciously exploited. For example, our accounts are late – and whilst this is for good reason (i.e.: an outstanding claim with the insurance ombudsman that we had hoped would be resolved by now) we should have made this clear to members. But please don't confuse a failure to communicate with a failure to manage or govern. I remain firmly of the opinion that the estate has been, and continues to be, well ran - as any review will show.

Given the abuse I've recently witnessed, at an appropriate time, I would like to stand down from the Board. But now is not that time. Right now, the Board needs stability to focus on addressing the most serious risk ever to face us. We must fix the cladding to safeguard residents and protect our investments. Members need only look on-line to realise the potential implications of this not being our primary focus (Cladding Crisis: 'Delays could bankrupt us': <https://www.bbc.co.uk/news/business-55748746>).

If you believe the half-truths and lies that you have been told or have lost confidence in my abilities, then please vote for my removal. If on the other hand you reject the lies and instead believe the reality of what you have seen and experienced of my performance since 2012, then please vote against my removal.