

1 WMC Meeting 1 Minutes
22nd November 2006

THE WATERWAYS MANAGEMENT COMPANY LTD

**Meeting held on Wednesday 22nd November 2006 at 123 Frenchay Road,
Oxford**

MEMBERS PRESENT

Dr David Jones
Dr Stephen R Wilson
Mr Adrian Steeples
Mr Gunnar T Niels
Mr John Lapin
Mr Len Foreman
Mr Nick C Sampson
Mr Richard A Dorey
Mrs Louise M G Robertson
Ms Barbara Bailes
Ms Diane R Crocombe
Ms Saima Butt

1. APOLOGIES FOR ABSENCE

Mrs A Wendy Scott
Prof Roger K H Mumby-Croft

2. APPROVAL OF AGENDA

Agenda approved as per director's email dated 14 November 2006 (please refer to additional points for next meeting)

*“Agenda
Introduction
Appoint minute taker
Size and shape of the WMC
Setting up a constitution, role of WMC, appoint secretary
Replanting project
Next meeting date*

*Some information:
Peveler have quoted £400 per director per annum as an indemnity insurance,
A cost of approx £15 per household with the present number of directors.
Replanting cost between £6 - 7,000 mainly in the Lark Hill area”*

[Please note that the meeting followed a different chronology, however the minutes reflect the order of the agenda and the discussions within each section, followed by actions to be taken]

3. INTRODUCTION

3.1 12 Directors were present and therefore the minimum requirement of 7 was met and the meeting commenced.

3.2 All 12 Directors introduced themselves and their relevant experiences and interest.

4. APPOINTMENT OF MINUTE TAKER

4.1 For this meeting one of the directors was assigned as minute taker

5. SIZE AND SHAPE OF THE WMC

1. These discussions were linked with matters regarding Directors' insurance which follows below, in section 5.3

2. Various comments expressed regarding size and shape of future WMC

- unwieldy and think of reducing numbers
- set up sub-committees and report back
- exec and sub-committees but at the moment not ready to do that. If people want to resign then they can do that
- we should just have 5 Directors
- we can have as many as we like
- form a decision making body and it could be 5-7 people
- decision-making process normally lies with 3-5 people
- hold meeting and all are invited and members leave decisions to 3-5 Directors
- more people are here tonight because this is the first meeting. Will need clear agenda and then people can decide whether they come or not
- WMC is a committee
- feel very uncomfortable because I want to be part of the decision-making process
- I put myself forward because didn't think many would join.
- will not get 14 Directors each time
- there are too many of us, don't need 14 to run this company 8-10 max. As a group of 14 we should vote to reduce numbers and the method of reducing our numbers by resigning by other means
- there will be a natural downsizing
- Vote if you think that we should downsize
-

3 VOTES FOR YES

5.3

- Informed that £400/head for each Director was cost of insurance, from a company that uses Norwich Union as suggested by Peverel OM. Read from Peverel OM text that "Directors of Company not liable for decisions but can have personal / professional indemnity if they need it"
- Not seen it stated what Directors are individually responsible.
- At the last meeting it was stated that people needed individual insurance
- Legislation easier to take individuals personally liable
- We are not making individual decisions
- We can assign individuals through meeting minutes and votes
- Quote seems high; we can get more quotes from others
- The lake is the problem due to H&S
- The highways are even more of a problem – there is no control of roads with speed, signs etc
- At last meeting instructions of being Directors with insurance was agreed. We are now working with no insurance. Cost to insure all of us is greater for the whole community than if there were fewer numbers of Directors. People should resign
- Was in agreement with reducing numbers
- Should cast lots for resignations
- Feel very let down by Peverel OM and Chris Attwater – it was confirmed that we'd be insured at start
- Got a window to investigate until next meeting and get more quotes since we are not making decisions today
- Could take longer, this is a unique situation, need blanket cover

- Made some enquires with a broker and they would be happy to quote if they had information regarding: constitution. We will be responsible for open spaces/roads
- We are responsible
- We need to go back and get insurance immediately. Ok if it cost more for this year. 14 Directors is very large organisation
- Keep same size and pay for this year
- Insure all of us as individuals for 1yr. We have a public liability and should know these answers
- Some directors did not receive paper on indemnity
- Take insurance out for 6 months and then cancel
- Skills of lawyer lacking in our group and Peverel OM should give legal advice
- Need clarity from Peverel OM whether we are insured as individuals or as the number of Directors that turn up
- Vote – should we be insured as a company

ALL = YES

- Uncertain about what grounds are owned by WMC and OCHA
- Propose a vote to insure us as individuals
- People can't chastise us for spending money to make these decisions
- If we don't interfere with what Peverel OM are doing our risk is minimum
- Clarity necessary to confirm whether Peverel OM is a Director or not
- Vote whether we are insured from tomorrow from Peverel OM providers
- What level of risks are we talking about
- Potentially very little risk
- Then vote and move on
- 3 directors are tasked to investigate with broker and IoD
- Vote – should we start immediately with insurance

YES = 5

NO = 6

- Need to limit our liability – for the lake no fishing and on roads simple signs
- Adequate signs are already there and decisions made by previous Directors stands us in good stead. Public and highways is a greater risk
- Not taking out insurance because we're not making any decisions and will reconvene in 3 weeks time with more information

Actions to be taken:

2 directors tasked to work together on the insurance issue and report back their findings at the next meeting

6. SETTING UP A CONSTITUTION, ROLE OF WMC, APPOINT SECRETARY

6.1

Frequency of meetings should be 4 times per year with smaller numbers

Appoint Chairperson and Secretary as a starting point

How long will they serve

Actions to be taken:

Suggested that we have a few meetings then decide on Secretary and Chair

7. REPLANTING PROJECT

1.

Informed that Peverel OM intending to spend £6K on replacing Lark Hill bushes (yew trees) and asked whether Directors agree

2. Variety of views expressed:

- Appointment of a sub-committee to examine this and draw conclusions
- The time for planting and work to be done is this winter
- Whether the money comes from the fund and that we shouldn't rush to a decision
- Money comes from fund plus extra
- Questioned the need to pay extra and that Berkeley Homes are responsible and resolve it
- There is a short-term window for planting and the issue had already been taken up with Peverel OM, who had said that they would plant in the autumn 2006
- Matter of not limiting it to re-planting but to new beds too
- Peverel OM accommodating to start these discussion and for us to make a decision
- Peverel OM had agreed to do the re-planting. Who pays for it can be decided later and that planting needs to go ahead in this winter period
- If we had more money we could look at why the plants failed, however, the planting is needed and Lark Hill is looking like an eye sore
- Lark Hill is already behind with the planting on the rest of the Waterways and planting needs to happen now for it to look nice.
- Lark Hill will never look nice because of all the boxed planting
- During the warrantee period up to 10% of the new planting should be replaced free of charge by Berkeley Homes.
- Queried whose fault it is and that no watering facilities were provided
- Concerned about making a decision and spending £7K for Waterways
- Last year a substantial sum was spent replanting the Frenchay Green
- Lead to believe by Peverel OM that permission was needed by the Directors
- Peverel OM had already made the decision and were procrastinating
- Planting happens this winter and the good time is now
- Managing Agent had suggested different plants since yew trees had failed twice
- Make a decision and take a vote
- What are the implications of the £7K split across everybody
- Peverel OM had stated it would be £16/household
- We need to investigate failed planting, spend the money and then re-claim back from Berkeley Homes
- Will this be ongoing costs or an exception
- New planted areas will always suffer
- It was a bad decision by Berkeley Homes to choose yew trees
- From correspondence that Berkeley Homes blamed Peverel OM because Peverel OM had not realised that they were in charge of Lark Hill too
- We should just tell Peverel OM that it was their fault and that they should pay
- Let us vote whether to go ahead with re-planting.

9 VOTES FOR YES

We're not against the re-planting but at the speed of which we are doing it
Agreed with Len's point

Actions to be taken:

A director agreed to be point of contact to co-ordinate for gardening / planning matters. Will contact Peverel OM and their gardeners and arrange for a joint site visit, share knowledge and report back at next meeting.

- Another member also nominated, by an existing director, as possible interest in gardening
- The existing director who was lead contact with OM agreed to inform Peverel OM that another director will become point of contact

8. ANY OTHER BUSINESS

1.

Lead director thanked one of the other directors and his wife for offering their home for the next meeting and expressed WMC gratitude and 5 minutes of AOB was proposed

- Good principle to pre-warn and give us more information
- Need an (admin) secretary to arrange, distribute information
- Asked whether that was Peverel OM role
- Confirmed that they are Company Secretary
- Peverel OM should send info to all Directors
- We are flying blind – need access to this info re lake etc
- Getting hold of info is a problem
- Peverel OM have a large number of studies on parking, road speeds H&S on lake and that they should give it to us. Will follow this up.
- Peverel OM likely to co-operate because they'll hold on to their role
- Peverel OM would prefer to speak to one point of contact
- Director gardening contact, another director to extract outstanding documents
- Need all info on all our responsibilities for this site, and also Managing Agent uncertain on Peverel OM responsibilities on the other side of the canal
- Risk of being un-informed therefore it's better to inform us to help make better decisions
- Need to discuss other points on the agenda – lake, parking, access to the sports ground

Actions to be taken:

Director to try to get information from Peverel OM regarding on studies on parking, road speeds and Health & Safety around lake in order to help assess the level of potential risk. Another director to re-confirm to first at next meeting agenda items to include parking, access to sports ground and safety issues around the lake.

10. DATE OF NEXT MEETING

Thursday 14th December 2006 at 8pm
123 Frenchay Road