

## **THE WATERWAYS MANAGEMENT COMPANY LTD**

**Minutes for meeting held on Monday 22<sup>nd</sup> January 2007 at 8pm  
The Anchor, Hayfield Road, Oxford**

### **DIRECTORS PRESENT**

Prof Roger K H Mumby-Croft  
Dr David Jones  
Dr Stephen R Wilson  
Mr Gunnar T Niels  
Mr Len Foreman  
Mr Nick C Sampson  
Mr Richard A Dorey  
Mrs Louise M G Robertson  
Ms Diane R Crocombe  
Ms Saima Butt

### **1. APOLOGIES FOR ABSENCE**

Ms Barbara Bailes  
Mrs A Wendy Scott  
Mr Adrian Steeples  
Mr John Lapin

### **2. APPOINTMENT OF OFFICERS**

**Chairman Roger Mumby-Croft**

Proposed Len Foreman  
Seconded Louise Robertson

A toast was proposed for the first WMC unanimous decision!

There was some discussion about the role of Treasurer and Secretary and how these officers would act as co-ordinators, gaining assistance and support from other Directors. The Chair suggested that a professional 'Minute Taker' be employed so that Directors could fulfil their roles as Directors. Directors who had taken minutes for previous meetings confirmed that this had been a problem. One will investigate and advertise for the post @ £10 per hour. It was suggested that the post would be four times a year for three hours. Another director offered to take the minutes for this meeting. The following officers were then elected.

#### **Treasurer Nick Sampson**

Proposed David Jones  
Seconded Diane Crocombe

#### **Secretary Saima Butt**

Proposed Stephen Wilson  
Seconded Diane Crocombe

### **3. PROPOSAL AND AGREEMENT OF THE CONSTITUTION**

The Chair thanked two of the directors for their work in drafting the constitution. One of these explained that they borrowed most of it from the Waterside's constitution but alterations had been made, including changes to make the wording more accessible. The Chair said that he had asked a legal friend to look at the draft constitution and it had been found acceptable. There then followed discussion relating to the draft constitution. These are itemised as they relate to the draft constitution.

### **Item 1 (paragraph 3)**

#### **Date of Annual General Meeting.**

The constitution requires us to meet before 15 months but it was unclear when the last AGM was held. The proposed date for the AGM was June. As many people were away at this time other times were proposed - ***late September was agreed.***

### **Item 2 (paragraph 4 - point 5 of accountabilities)**

#### **Determine investment and expenditure priorities.**

The inclusion of named bodies with whom we should liaise was discussed. As there are other residents' associations including Marsden Block and the Baker's Dozen the discussion centred on which ones to include in the constitution. One director mentioned that the Waterways Residents Association has a membership of fewer than half of the owners on the development and so is not a recognised association. Another director said that WRA hopes in future to opt people in to solve that problem. As the Waterways Residents Association is the only association open to all home-owners it was decided unanimously to include only the three bodies listed below, but refer to other bodies on an ad hoc basis.

The paragraph will now read.

***Determine investment and expenditure priorities with the members of the Company. Liaise with the Waterways Residents Association (WRA), Oxford Citizens Housing Association (OCHA), Canalside Environment Group (CEG) and other bodies where appropriate.***

### **Item 3 (paragraph 5)**

#### **Company Strategy for Communication.**

One of the directors who worked on the constitution introduced the need for a company strategy. This should include communicating outwardly, speaking as one body – including dealing with Peverel - and communicating internally – between ourselves.

The Chair asked the director to develop this strategy and two other directors offered to help. One of these will write a piece for the Waterways World to explain who the Directors are.

### **Item 4 (paragraph 7)**

#### **Items on Agenda**

Following earlier amendments an additional item was proposed to be included.

***Item 11 Issues raised by other interested groups.  
(There will now be 14 agenda items.)***

### **Item 5 (paragraph 7)**

#### **Any Other Business (posted to Chair 2 days prior to meeting.)**

It was proposed that ***all sub-items should be posted to the Chair no later than 2 days prior to the meeting*** so that he/she could determine the items to be included. This was agreed.

### **Item 6 (paragraph 8)**

#### **Minutes to be issued.**

It was suggested that issuing minutes to the Chair of WRA automatically might be a problem, as there might arise a conflict of interest in certain circumstances. This was debated and the wording will be excised at present.

***Minutes are issued to all Committee members no more than 7 working days after each meeting recording attendance, proceedings and resolutions.***

**Item 7 (After paragraph 9)  
Exceptional Circumstances**

One of the directors asked for a clause to be included to remove any Director from the committee who disrupts meetings. Another reminded us that we are all self-appointed and there is an AGM to elect and re-elect Directors. The Chair suggested that if the circumstances were exceptional a unanimous vote could be included if the Director violated the code of ethics (paragraph 9) or the communications strategy (paragraph 5).

***In exceptional circumstances (to include violation of the code of ethics) the Directors reserve the right, by unanimous decision only, to remove a Director from the WMC.***

With the above amendments the main Constitution of the Waterways Management Company was approved.

**4. INSURANCE**

Two of the directors had been asked to look into Insurance for WMC and for the Directors. One reported that Peverel had put him in touch with Kingsbury Insurance. He learned that a policy had been taken out in July 2006 to cover WMC for one year. The premium of £385.14 with Norwich Union included Public Liability of £10,000,000.

However there is no Public Liability Insurance for Directors, including cover for any environmental protection legislation or Director's statutory duties. New legislation has made Directors more vulnerable.

The director explained that legal liabilities are calculated on the value of leased properties, not the number of directors of the company. The annual premium for WMC Directors' Insurance is estimated at £900 – £1,200.

Annual insurance costs might therefore be up to £1,600 for both classes of cover. It was asked whether we wanted to be tied to Peverel's recommended agent but as the policy is with Norwich Union it was decided this was not a problem.

**Adoption of Directors' Insurance.**

Proposed Len Foreman

Seconded Nick Sampson

The meeting approved the proposal.

**The next meeting** will be on Monday February 19<sup>th</sup> in the Anchor Pub at 8.00pm

The meeting closed at 9.55