

BRENTFORD DOCK LIMITED
Minutes of the 550th Board Meeting held in the Board Room
on Thursday 12th June 2014 at 6:00 pm
Summary

PRESENT: Ann Howe (AH), Veronica Wray (VW), Mike Edwards (ME), Paul Booth (PB), Helen Randall (HR), Leslie Ferber (LF), Charles Kraus (CK).
Chris Birch (CB) from 7.22pm, Pat Monro (PM) from 8.02pm

IN ATTENDANCE FROM MR&Co: John Antrobus (JA), Adam Goldwater (AG), Carol Cherriman (CC)

IN ATTENDANCE: Nicky Plant (NP) – Minutes Secretary

Apologies for Absence

Alichsia Campbell (AC), Sheenagh Thomas (ST) – no proxy vested, Katherine Baxter (KB) – proxy vested in CB

Minutes of Previous Meetings

549th (May) meeting minutes were approved with minor amendments.

Proposal: That the minutes, once amended as agreed, are accepted as a true record of the meeting. Votes in favour unanimous.

Matters Arising:

Library school students for archiving – LF has been in discussion with West Thames College whose students are interested in work experience. The work, for 3 weeks in August, will require supervision by LF and will involve archiving paper based files with the potential for transferring to an electronic database at a future date.

PROPOSAL: to engage students from West Thames College to help out with archiving for 3 weeks in August in return for modest expenses and a potential honorarium, not to exceed £1,500 in total.

Votes in favour unanimous.

Letter to Numa shareholders regarding election – CC will instruct Glazers to initiate the election for HR's current constituency now that a candidate has come forward. ME noted that the latest version of the election letter must be used as it allows for voting both for and against a candidate in line with the AGM resolution.

Set up meeting to discuss Julius and Marcus lifts ongoing costs and plan to take forward – PB held a block meeting that was not particularly well attended. One resident is now looking into the alternative of a raised walkway.

Michael Richards & Co Reports

Service Provider KPIs

Facilicom KPIs (Cleaning)

The new format report was generally well received as a step in the right direction with some areas still to be improved. CC is in the process of reviewing and tweaking the format with Facilicom. Maintenance issues will continue to be reported in the

Maintenance report. HR reported that there were cleaning issues in Numa Court whilst the scaffolding was in place but the cleaners had now got back on top of the task.

PROPOSAL: to pass Facilicom's KPIs as Green

Proposed – MR&Co. Votes in favour unanimous

Ginkgo KPIs (Gardening)

Ginkgo have worked well and achieved their contractual obligations. However, a number of issues have been raised by directors and a meeting has been arranged to resolve these and in particular to clarify lines of communication and chains of command. HR expressed concern that although the contract now allows Ginkgo to appoint an additional gardener in May, so that work does not fall behind, this was not done and was exacerbated by one gardener going on extended compassionate leave. HR accepted that Ginkgo is working hard to redress the situation.

AH raised concern regarding health and safety as she thought that gardeners were not always wearing the correct clothing. HR noted that whilst she had observed gardeners wearing a spray suit in the past, this no longer seemed to be the case, although it was not clear that the same chemicals were being used. AH asked if MR&Co could get Ginkgo to confirm that the correct work wear is being worn.

PROPOSAL: to pass Ginkgo's KPIs as Green

Proposed: MR&Co. Votes in favour unanimous

Trigion KPIs (Security)

MR&Co had recommended that Trigion be amber. AG will raise the question of Trigion's contractual monitoring of their staff with them plus why the bin fire at the BBQ was not included in their report. AG will also follow up on how processes may be improved to prevent fires at the BBQ area and investigate whether the security mobile phone has occasionally been put on silent.

PROPOSAL: to pass Trigion's KPIs as Amber

Proposed MR&Co. Votes in favour, unanimous.

MR&Co /Redevelopment Project Management

General concerns were expressed around whether if MR&Co are engaged to do additional projects, other everyday tasks will be compromised. AG assured the Board that this would not be the case as sufficient experience and expertise exists within MR&Co as a whole to manage the work appropriately.

ME suggested the old office conversion will not be complex and will most likely, according to the architect, be done on a design and build basis with the appointed builder project managing the work.

PROPOSAL: Old Office conversion to flat - To appoint MR&Co to carry out all the specifying and tendering processes up to and including the tender analysis and recommendation to Board, working with the appointed architect and structural engineer (whose fees are agreed separately).

Votes in favour unanimous

BBQ Area

ME suggested that the proposed new benches should have some sort of feet or anchoring to make them more stable and the tables/benches be anchored onto paved areas to facilitate grass cutting, and prevent them being moved. All agreed.

CK asked if the positioning of the furniture would be finalised at a later date prior to installation and JA confirmed that this would be the case. The two table units below the bank should be moved closer to the concrete plinths and therefore further away from the town houses. All agreed.

PROPOSAL: to remove the brick built BBQ and screening and install picnic tables, benches and wall-side benches. The tables and benches will be placed on paving and anchored to the ground for stability. The total cost set at no more than £3,000 + VAT. (Furniture will be funded from money received on the Estate from filming).

Votes in favour unanimous. Work to be done asap.

Reports, including those of Committees:

Record Decisions made out of committee

CCTV Installation *(Note: our current 6 year rental contract at just under £7k per year, ends this September. As discussed in detail at the May meeting, the intention is to replace it with a modern more sophisticated system).*

PROPOSAL: to buy the equipment outright at a cost of £28,536, plus full maintenance at £2,182 per year, the additional Syon wall pole at £5,493.60 (inc VAT) and live monitoring system at a cost of £1,440 (inc VAT) per year.

7 Directors voted in favour by email. No other votes were received.

Reports from Committees.

Finance Committee

HR presented the Finance Committee reports and explained that the Financial Instructions document pulled together formerly disparate information into one place. Existing policies that are no longer in use and not included in any contracts were excluded, processes currently in use but not written down had been included (eg how the gas price is agreed by the Board each year) and a new process for signing invoices has been included. This new process is more robust and streamlined and is underpinned by the process document produced by MR&Co. All were very appreciative of CC & HR's work in producing the documents.

PROPOSAL: to approve the Financial Instructions for use from 16th June 2014 subject to minor tweaks to be finalised at the Finance Committee meeting next week.

Votes in favour unanimous.

The Financial Instructions form part of what will be the Directors' Handbook. Whilst it had originally been envisaged that the Company Secretary, once appointed, would produce the Directors' Handbook, all agreed that it would not have been feasible for an external company to produce this document and that other Committees could produce many of the other elements required. CC & HR will produce a list of the potential contents of the Handbook for consideration by the Board with rough

estimates of the time they will take to produce and additional cost MR&Co would charge as this work is outside their contract.

Maintenance Committee

The report was received by Board.

Contracts & Legal Committee

The report was received by Board. It was agreed that the Terms of Reference needed more work to better explain the role of the Committee in particular the legal aspects that are not addressed.

BDEL committee

The report was received by Board.

Any Other Business:

August Board Meeting

VW suggested that since historically – until recently – there has not been an August Meeting and since many Directors are normally on vacation, the meeting need not be held this year. MR&Co will still produce their monthly report and Directors will vote on the KPIs by email.

PROPOSAL: not to hold a Board meeting in August 2014 and carry out an email vote on suppliers KPIs.

7 votes in favour and 3 abstentions.

Start Future Board meetings at 6pm

There was a general discussion regarding the pros and cons. There was a general feeling that starting the Board meetings earlier would only be acceptable if they were to finish earlier too, aiming for 3 hour meetings at most. Ultimately all agreed that it was not reasonable to expect Directors who have full time jobs to arrive at 6pm so meetings will continue to start at 7pm. All also agreed that a duration of 3 hours maximum should be aimed for. In respect of this VW re-iterated that questions arising from the Board papers should be asked prior to the meeting wherever possible to cut down on discussion at the meetings.

Glazers Letter of Engagement

VW circulated the letter of engagement recently sent out by Glazers for the Board's information which sets out both Glazer's and Directors' responsibilities. The arrangement with Glazers can be terminated at any time and Glazers only carry out work as instructed by BDL.

Next meeting: Thursday 10th July 2014 at 7:00pm

Meeting closed at 10:32pm