

Netherne Management Limited

Company Number: 04026814 Registered Office: c/o Stiles Harold Williams, Lees House, Dyke Road, Brighton, BN1 3FE

Minutes of the Annual General Meeting held on Wednesday 17th May 2023, commencing at 7.00pm. A virtual meeting via Zoom.

1. Attendees

NML Directors (the Board):

Steven Buczek (**SB**) John Stokoe (**JS**) Raj Shah (**RS**), Lee Ronan (**LR**) and Lee Sheldon (**LS**)

Members:

Ms B Gallagher, Ms A Campbell, Ms M Collyer, Mr N Conacher, Mr O Connick, Mr O Dar, Mr D Dave, Mrs B Davies, Mr A Edwards & Ms J Shufflebotham, Mr & Mrs Foster, Mr B Harris, Ms J Hinks, Mrs H Jones, Mr W Ali Khan, Mr M King & Mrs M King, Mr S Knox, Mr D McGrane, Mr S Rayner, Mrs J Shah, Ms S Small, Ms L Taylor, Mr D Trotman, Ms K Wallace

TOTAL Members attending: 27, including 5 Directors (turnout = 6.5% of membership)

Guests: Laura Dinnage (**LD**) from SHW, Mr J Hart (**JH**) - Estate Manager.

2. Introduction

SB opened the meeting at 7.00pm and began by introducing himself as the chair of the meeting and explaining how 'Zoom' and the chat facility works. He asked people to ensure their correct name is stated as their log in name for the purpose of the minutes. He also explained that the meeting was being recorded for the purpose of minute taking.

SB welcomed all attendees, including Laura Dinnage from SHW and Estate Manager Jonno

Papers for the meeting had been issued in advance, and included the Notice of the AGM, Voting Form and Directors Report. For the purpose of the meeting, and in the interest of speed, the Directors Report was taken as read.

SB stated that we would be sticking to time and the meeting would close promptly at 8.00pm. We wanted most of the meeting to be devoted to a general Q&A session, so we would try to go through official company business quickly at the start of the meeting. The agenda items that we would be covering during the meeting included:

- A) Voting on 3 official pieces of company business
- B) Responding to advance questions received
- C) A general Q&A session

3. Voting on official Company business

SB recapped that the AGM Notice issued on 23rd March asked members to vote on the following three official matters:

- Approval of the Minutes of the AGM held on 27th April 2022.
- Re-appointment of Richard Place Dobson as our financial advisors, for the accounts.
- Re-election of Board members who stood for re-election.

SB reminded everyone that votes on these three official matters could be cast online at:

<https://www.surveymonkey.co.uk/r/QWSXB56>

The voting code to use in the online form was included with the documentation sent out by email/post on 27th April.

Voting would be open until 8.30pm today (17th May), and SB asked if any members had not already voted then they could cast their votes online either during the meeting or shortly after the meeting finished.

All votes cast on these three official matters were counted at the end of the meeting, and the results were as follows:

	For	Against
Approval of the Minutes of the AGM held on 27 th April 2022	39	0
Re-appointment of RPD as our financial advisors, for the accounts	39	0
Re-election of Board members standing for re-election	37	2

One member who voted had service charge arrears, and therefore in accordance with NML's Articles of Association that member's vote has been excluded from the above count.

All 3 official pieces of Company business were therefore passed. The Board would like to record its thanks to the overwhelming vote of approval for the directors; we know we can't please everyone and we are sorry to the two members who voted against us but could not put themselves forward for election instead.

4. Advance Questions received

SB noted that questions had been received from 2 members prior to the start of the meeting.

A) A member wishing to remain anonymous had asked:

There always seems to be an issue with a lot of people parking inconsiderately in the village. Would the directors consider us all having parking permits which must be clearly displayed in the car?

RS response - No we would not. NML has no jurisdiction over the roads, and in any case this would be a wholly impractical and impossible solution to try to police.

JS added that for his local management company, which has an allocated parking area, this was something that was being considered. But agreed that in general for the roads where NML has no jurisdiction, there's nothing we can do.

B) The same member wishing to remain anonymous had asked:

The amount of litter in the village is appalling. Can you have a polite word with villagers asking them to speak to their kids about litter?

LS response - The people who are going to litter are always going to litter, we don't think asking them to stop or putting signs up, will change their behaviour, no matter how politely you ask them. There are plenty of litter bins around the village, we have increased our efforts to tackle the problem with Josh doing additional litter picking whilst supporting Jonno, and of course we applaud the great efforts of Sonja's litter picking group.

JH added that a lot of litter accumulates over the weekend, and Josh normally goes out first thing on Monday morning on Netherne Drive and other areas to collect the litter. He also mentioned that he has just signed off his 3rd/4th person doing the Duke of Edinburgh award, who have all done their service litter picking. So if there's anyone else doing D of E and looking for a service, it's a good one to do.

C) The same member wishing to remain anonymous had asked:

Dog mess - I have sadly picked up a lot of other people's dog mess, especially in our green space where kids like to run and kick a ball. Can we have a few signs dotted around saying "please pick up - children playing"?

LS response - I can totally understand why this is an issue being raised, but, just like the litter suggestion, we don't think more signs asking people to pick up after their dog is going to make much difference. The people who don't pick up, will never pick up as they are just irresponsible dog owners, and signs are not going to make them think again. There is also a concern that you could pollute the area with too many signs, and if there are too many signs then people just don't read them.

We already have a number of dog mess bins around the village, and if you can think of any other locations where a dog mess bin (or rubbish bin) might be useful then please let us know.

D) Susy Small had asked:

My questions relate to the sauna facility and possible steam room upgrade, do we have a timeline? In the interim, can we also please add bank holidays to the sauna opening times.

LR response - as stated in the Directors Report, with a huge reserve subsidy in place at the moment to subsidise service charges, only essential maintenance works will be considered at the current time; anything that is nice to have or non essential, such as a possible steam room upgrade, will not be going ahead at the moment.

If there comes a time when our reserves are no longer subsidising service charges, we could explore a steam room upgrade. But because of the costs we would have to put this idea to a full member vote.

But we are ok to add Bank Holidays to the sauna opening hours, beginning with the forthcoming May bank holiday.

E) Susy Small had also commented:

I think it is better to just keep the white wooden slatting above the village hall, even in dilapidated condition, instead of removing it.

JS response - you are referring to the Cupula, or Tower, on top of the hall, and we've had to look at it because there has been some water ingress and it's looking a bit shabby. We contacted Reigate & Banstead council for their views on this as it is a protected building. Specifically we asked about a repair with UPVC or capping off the Tower. They deemed that planning permission would be required for such changes and that they would not be acceptable. Instead the view of the conservation officer is that it would need to be repaired maintaining its original detail and reinstating the detail lost in recent alterations (by Gleesons). Given that the cost of the repairs suggested by the conservation officer is approaching six figures we have just left this project on hold for the time being.

We are left with a couple of options - to wait for a different conservation officer who takes a different view, or to come out to the village and ask "do you want us to spend a huge amount of members' funds on this?" Which is not something we want to do.

So nothing is happening to the Tower and it will, as you say, just be left as it is for now.

5. There were no further questions provided in advance, so SB then opened up the meeting for further Q&A. Members were asked to use the Zoom 'chat box' to ask questions.

A) Question from the floor:

Could the Board have a word with the shop about the general state of untidiness around the back and the amount of litter.

SB noted that there were related issues with out of date stock being dumped in the rubbish bin opposite the shop, and also the van at the back of the shop.

LD said that SHW have already written to the shop owner about these issues, but so far there has not been a response. Next time she's in Netherne she will try to visit the shop to have a conversation with the shop owner.

JH added that one of the things we did based on a request last year, just recently, is put some additional CCTV cameras behind the shop to give us extra coverage of the car park area. There was also a request to add some additional lighting to the footpaths either side of the shop, but before we can attempt to help with that there are some overgrown trees that the shop needs to cut back or remove.

B) Question from Mr D Trotman:

Are there any further thoughts on setting up mini allotments to help with the cost of living?

LS the board is not in favour of allotments, for the reasons given previously. In particular, we have never seen one that looks particularly tidy (they are usually an eye sore), the logistical issue of putting down pipes (and cost) to have a suitable water supply and of course location - where to put them. The previous suggestion would have meant removing the children's 5 a side football pitch which we did not wish to do.

JH added that other issues were security and sealing the area off, and also having the area accessible for cars and vans to bring soil, tools etc. So there are lots of reasons that they are just not viable in Netherne and why the idea has been rejected by the board.

Ms Shufflebotham then asked if the board would consider another proposal for allotments. **LS** yes we are happy to listen.

C) Question from Mr D Trotman:

Have you considered renting out a space in the plant room for a cloud based PC server? The units are self-contained and use the pool water through a heat exchange to keep it cool and companies pay for the spot and the electricity.

LR this isn't something I have heard of before. If someone has an idea of how it all works, revenue, impacts on insurance, etc then happy to explore if it can make some money. There's not a lot of space in the plant room though.

Mr Trotman said it seemed that PC cloud based server firms were desperate for the space and they've had several pool sites that have been very successful. He said he would look into it a bit more and come back to the board with more info.

D) Question from Mr D McGrane:

I wanted to raise the complexities, frustrations, timescales and costs involved with a simple remortgage. We are having to deal with this in isolation, but I feel it needs a more consolidated approach. There must be a better way to navigate the process.

RS Yes, it does seem to be a very complicated and convoluted process, especially with Gleesons seemingly still involved in that process, which makes it very difficult because of their very slow responses to things which usually have urgent timescales to complete.

We actually did a paper on this five years ago, called "Gleeson's interests and remortgaging" which is on the NML Website, and also on the NML members Facebook group.

Mr McGrane advised that he had read the paper and was aware of all the issues. He mentioned that his solicitor has been very good and has been digging a bit deeper, and there may be stuff coming out of this digging that could help others in the future.

Mr McGrane noted particular frustrations with Gleesons, including no one taking responsibility to respond, just having a generic email address, and taking a week to respond to an email. It's costly to the point where it takes months. And he knew people have been missing out on their mortgage offers because they've run out of time. It also feels like Gleesons were making it up as they go along, and there's new elements that they are asking for now. There's another £200 that they are asking for now for another signature. Mr McGrane felt that we could put heads together and maybe find a more streamlined path through this, as it's a difficulty that everyone is going to encounter at some point when they sell or remortgage.

RS asked, as a starting point, if Mr McGrane could share more details of the difficulties he has encountered with Laura. Mr McGrane said he was happy to do that.

E) Question from Banu Davies

Can we have some transparency around any chemical sprays that are being used in the fields and common areas? And can we get a heads up if/when/where they are going to be used.

JH responded to say so far we haven't used any chemical treatments this year. And we are told by contractors we have used in the past that everything they have used has been safe for the environment. It's a difficult choice - basically we can either kill the weeds with pesticides and weedkillers, or we cannot.

JH further noted that money was tight this year and we are unlikely to be doing major areas, but if we do go ahead with any treatments then he would let people know so they can steer clear of treated areas.

F) Question from Mr Connick

How often is the NML website maintained?

SB said he would look at that and make sure it was all up to date with recent minutes etc.

G) Suggestions from Ms Shufflebotham:

Can we have a tree planting day, and also a pond?

I know at the moment the Woodland Trust give you free trees, you just need an area where you can plant them. And I know that ponds are one of the best things to encourage local nature and local wildlife so it would be a nice project. I would have to do some more research and talk to other residents to see if it would be a thing. Maybe I could work with the Residents' Association - who is the contact there?

LS advised that Rosalind Earp was the main contact at NOTHRA.

On trees, **JH** said there is a plan for us to plant a suitable tree in recognition of King Charles' coronation. There was a tree planted for the Queen's coronation but it fell down and that is now the sculptured trunk at the end Chapel Walk. So we're looking to put a suitable tree next to it for the King's coronation.

JH also recalled that **Ms Small** had offered a monkey puzzle tree, and that he would be in contact as he was keen to plant that tree on behalf of Andy Symonds who passed away last year.

H) Question from Mrs M King:

We wanted to understand about the voting, we wanted to understand how come the vote for the board members was just one vote for the group and not individualised.

RS response - that's how we have done it for many years and we believed most members were happy with that, as demonstrated by the actual voting. We have stood together as a board, and if anyone wished to vote against any individual director then it would be a vote against the whole board.

Mr Khan asked if all board directors were in agreement with this position. The board confirmed that they were. **Ms Shufflebotham** said it should work differently and **Mr Dar** also asked for the option to vote for/against individual directors. A comment was also registered in the chat by **Ms Small** on this topic.

RS concluded the discussion by saying that if there was a view amongst a small number of members that there should be an option to vote for/against individual directors then we could change that for next year.

I) Question from Mr W Khan:

Can we reinstate the Netherne Cricket Club?

LS noted that this was another matter that should be taken up with NOTHRA, to gauge the level of interest.

JH noted that to start cricket clubs or any organizations, you not only need a lot of support from the villagers, but also a lot of financial support to go ahead.. To maintain the grounds alone, is a huge expense. JH said people do not realise just how much money goes into preparing a wicket, and if you're trying to support a game every week with villagers in a league, it would be a lot of commitment.

RS recalled that when we did have a Netherne Cricket Club many years ago, they folded. The main reason they folded, just like many other cricket clubs up and down the country, was money. **Mr King** added that another reason the Netherne Cricket Club stopped was because of lack of interest and lack of participation from the villagers. They couldn't field a team.

J) Question / Observation from Mr Dar:

This is my first AGM, and I can see that we only have about 30 members participating. I know you guys (the Board) are doing a great job. That's why this is a great place to live because whenever we have any house on the market within one to two weeks it is sold. Because people love to live here. Is there anything more that could be done to increase attendances?

RS Obviously it's disappointing that only about 30 members attend these AGMs, but that's how it's been for many many years. Whether we have done the meeting in the Hall, or more recently by Zoom; we have tried weekends, weekdays. Every member gets the AGM Notice and invitation to attend, we also send out email reminders and Facebook reminders. It doesn't make a difference on the numbers. We took the view that ultimately it must mean that most people are happy and don't have issues that they want to raise in the meeting.

Even at the time of the handover from Gleesons to resident director control in 2009, a highly emotive issue, only about 100 members attended that meeting which is probably the highest ever attendance.

SB recalled that we used to do slide deck presentations in the hall, and then find only 25 people attended. So we stopped doing the presentations. The people who do come are the ones who care and are interested and either want to make a comment or give some feedback.

Ms Shufflebotham suggested making the meeting more "sexy", maybe with alcohol? **RS** noted that we have done free teas/coffee/cakes in the hall, and even given away chocolate prizes. It made no difference to the attendances.

Ms Shufflebotham commented that doing it on Zoom was brilliant because it's just so much easier for people. She suggested that we send Outlook calendar invites to members that we have email addresses for (with the Zoom login details added), as this might encourage more people to keep this in their calendar, and possibly improve turnout levels as a result

K) Question from Mr W Khan:

Is there a status update on the yellow box junction at the bottom of Netherne Drive?

LS reminded Mr Khan that NML has nothing to do with the roads and especially anything outside the village. But Roz has been campaigning on this issue for some time on behalf of Nothra, and so it's another question for him to be putting to Nothra.

Meeting End:

Ms Shufflebotham thanked the directors for all their hard work, saying "very much appreciated and it's so lovely to see people caring so much about our lovely village." There being no further questions or comments, **SB** thanked all residents and guests for attending. Meeting Minutes would be circulated shortly. **SB** declared the meeting closed at 8.00pm.