

Netherne Management Limited

Company Number: 04026814 Registered Office: One Jubilee Street, Brighton, BN1 1GE

Minutes of the Annual General Meeting held on Saturday 15 March 2014, commencing at 10:10 am in the Village Hall at Netherne on the Hill.

(Please note: within these minutes "QFTF" indicates Question From The Floor and "CFTF" Comment From The Floor as it was not possible to record the names of all attendees asking questions and making comments during the meeting)

1. Attendees

Directors NML: Steven Buczek (SB), Lisa Lightfoot (LL), Rajen Shah (RS)

Residents: Ms R Banks, Dr Baskaran, Ms C Cattini, Mr Chin, Mr & Mrs Cooper, Mrs Curtis, Mr B Davis, Dr De Zoysa, Mr & Mrs Foreman, Ms C Froix, Ms D Gardner, Ms N Le Cluse, Ms V McDonnell, Mr S Memour, Mrs AL Odams, Mr Paloba, R Patel, Mr & Mrs Pearson, Mr & Mrs Perry, Mr R Ponsford, D Reid, Mr Ross, Mrs Shah, Mr LG Sheldon, Mrs Smith, Mr Taylor, Mr & Mrs Voss

Michele Gallagher (MG) from SHW

Apologies received: RL Murdoch (NML Director), John Court, K Major, Annie Norris

2. Introduction

The meeting was chaired by Steven Buczek who introduced the other Directors.

3. Approval of the Minutes of the AGM held on 26 January 2013.

Proposed by Steve Buczek. Seconded by Roger Ponsford. Unanimously accepted and approved.

4. The Directors Report, and draft financials for year ending 31 December 2013.

RS presented the Directors Report for the year ending December 2013. Please visit <http://nman.co.uk/financial-information/> to view the full report which was discussed.

Objectives set in 2011

- Recover the debt
- Get the reserves healthy
- Maximise cost efficiency (with a view to reducing service charges whilst not reducing services)

Debtors:

- The service charge debt has been reduced from £449,000 at the end of 2010 to £183,000 at the end of 2013. During 2013 alone the debt reduced by £124,000.
- QFTF - Regarding debtors and the leisure centre – are they banned? RS replied that we are stopping people from utilising services such as leisure centre and the village hall if their service charge account is in arrears.
- QFTF – There is a clause within our leases that NML can take possession of property, has this ever been actioned. RS answered that we try other methods first such as offering payment plans but if necessary we have started proceedings to do this.
- There was a show of appreciation by all attendees for MG from SHW and their work, particularly with reducing the debt.

Service Charges

- There has been a reduction in service charges of nearly 25% since resident directors took over in 2011.

Draft Balance Sheet at 31 December 2013

- Current assets
 - Cash at bank = £523,000
 - Service charge debtors = £183,000
 - Other debtors = £32,000
- Current Liabilities
 - Creditors = (£30,000)
- Total Reserves = £708,000

Cash Position

End of Year	Cash in Bank	Total Reserves (inc. debt)
2010	£9,000	£485,000
2011	£301,000	£613,000
2012	£381,000	£680,000
2013	£523,000	£708,000

- RS explained we have worked hard with SHW to secure service charge arrears and prudently managed the budget / expenditure (whilst not reducing the quality of the facilities) resulting in an improvement to our cash and reserves position. However it is important to note that in accordance with the ten year plan we may need over £1 million for ongoing and large maintenance projects.

Movement in Reserves

Reserves at end 2012	= £680,000
- Excess expenditure over service charges	- £40,000
+ Bank interest	+ £5,000
+ Mast lease income	+ £9,000
+ Income from Leisure Centre & Village Hall	+ £11,000
+ Exit fees	+ £39,000
+ Other income	+ £4,000
Reserves at end 2013	= £708,000

- RS explained that we incurred significant expenditure over the year on items such as the replacement boilers for the leisure centre. But despite this our other income streams ensured that our net reserves still grew.

Village Hall

- RS explained that during the year there has been new lighting and blinds installed to enable more groups to use the hall. There has been a greatly increased footfall (with many popular groups being provided for villagers such as table tennis and the stay and play group). There have however been difficulties such as problems with damp, storm damage to the roof and limited parking.

Leisure Centre

- RS explained there have been an increased number of visits by residents.
- Unfortunately there has also been abuse of the facilities by non-residents, therefore we are reviewing all membership passes and introducing turnstile entry to combat this. There has also been vandalism to the centre so we have introduced more CCTV cameras and moved the log circle away from the leisure centre.
- Recent improvements include new hot water tanks to solve the issues with cold showers.
- QFTF – Are members allowed to take guests into Leisure Centre? RS and MG responded that guests are allowed to use the swimming pool when accompanied by a member, but are not allowed to use the gym as an induction is required.

Cemetery

- RS explained that the cemetery is part of the land owned by NML. Gleasons attracted much criticism and bad press for allowing the graveyard to become neglected. With over 1,350 people buried there NML deemed it appropriate to rectify this neglect. Last year the ground was cleared of the overgrown plants. This year wild flower meadow seed will be planted and a simple, non-secular memorial will be placed onsite.
- QFTF – Can we access it now the changes have been made? RS: We are not actively encouraging people to visit but we want to ensure it is maintained in a manner befitting the site, especially for families of those buried there who may wish to visit.

Community Bus

- RS gave an overview of the community bus. It was started in April 2012 and has been a great success; ticket sales have been increasing and it has been a great benefit to the village and is used as a selling point by estate agents.
- CFTF – One member said one of the reasons they bought a house in Netherne is due to the bus service.
- QFTF – Is it possible to purchase a ticket on the bus? RS answered that it is indeed possible to pay cash fare (£3) on the bus or in books of ten tickets (for £15) from the village shop.
- QFTF – Is it possible to promote that tickets can be bought on the bus for day of travel. RS answered that the website would be updated to ensure all information on tickets is included and ensure the village shop is also aware of this.
- QFTF – Can we run a bus service throughout the day? RS answered that unfortunately due to the costs involved it is not currently possible to run a service throughout the day.
- QFTF – Is it possible to show on the timetable when the bus will leave from Netherne for the evening runs? RS answered that the timetable would be updated to show this.
- QFTF – Is it possible to run a bus to take people to the first off-peak train. RS answered that the last bus in the morning is at 0910 which would get passengers to the station for 0920 and off peak trains run from 0930

Looking Ahead

- RS explained that the Directors remain committed to managing our village properly in a cost effective manner. Our priorities for 2014 are: to continue with debt recovery process, carry out some of the maintenance identified in 10 year plan, implement a new security pass and entry system in the leisure centre and consider the future of the village hall.
- Keith Foreman congratulated the Board, noting that in the past Netherne used to have lots of problems; however the place has now been transformed thanks to the directors.

5. Election of Board Members

The meeting confirmed the re-appointment of current Directors - Steven Buczek, Lisa Lightfoot, Robert Murdoch and Rajen Shah. Steve Buczek proposed, Roger Ponsford & Wendy Perry seconded.

6. Re-Appointment of Auditor -

To reappoint AJ Wheeler as Auditor for the year ending 31 December 2014.

Steve Buczek proposed, Roger Ponsford seconded. Unanimously accepted and approved.

7. To discuss a special resolution to extend the Children's play area.

LL took residents through possible proposals and potential costs.

- The reason for considering a small extension is feedback from residents that there is no equipment suitable for toddlers.
- Three suppliers have been contacted for information.
- All suppliers said the playground area would have to be extended as no space within existing area for additional equipment.
- Proposed extension would be to the right side of the play park but well before the boundary of the path.
- Ideas are to have one additional play unit with slide, plus a new set of toddler swings, and replace existing cradle swing with flat swing for older children to help reduce queues.
- Costs vary greatly between £15,000 and £25,000 due to choice of safety surface under the equipment.
- What happens next? As expenditure over £15,000 we need a membership vote, which isn't possible at the AGM as the item wasn't included on the proxy voting form. Therefore an EGM will be held at a future date to discuss the proposal in full and allow members to vote. A notification of the EGM will be sent to all members.

LL then invited comments and feedback from the floor.

- CFTF – Current facilities do not cater for younger children so ends up taking her 20 month old son to Chipstead.
- CFTF – Can we not spend the money on more bins and lighting in the village rather than additional play equipment? LL stated that following a request by Nothra more bins and picnic benches are due to be installed this year
- CFTF – The playground is a magnet for older children in the evening who are very noisy. Plus need to be aware that cricket balls do sometimes come into the area proposed and that motorised vehicles are being used on the path alongside so note of caution.
- CFTF - Think it's a good idea; we do need to look after younger residents. Unfortunate that there is minority antisocial behaviour but it shouldn't prevent us from improving the facilities for the majority.
- QFTF - Should we consider some form of evening security to 'police' the areas?
- CFTF – Could the existing site be redeveloped (and moved) rather than extending it. LL replied that this would have a similar if not larger cost than the proposal.
- QFTF – Could the Directors speak to the Guinness Trust to review the Harden Farm close play area and perhaps put the funds into the Netherne playground?
- QFTF – Can the directors look at grants for the playground?

LL thanked everyone for their input and said that all the views would be considered and residents would be given more opportunities to discuss this in full during the EGM.

8. To discuss the ten year planned maintenance report.

This is a report on expected maintenance costs of our assets (such as the Estate, Leisure Centre and Village Hall) to enable us to plan and budget prudently over the next decade.

SB reviewed the main points from the 10 year planned and preventative maintenance plan:

- Report received from SHW regarding a schedule of planned and preventative maintenance.
- The board have reviewed and challenged certain elements but what remains are potential costs of over £1.1 million over the next 10 years.
- Some of these will be one off costs whilst others will be regular maintenance costs that recur such as decorating.
- Largest Costs include:
 - Footpath to Hooley £258,000
 - Village hall: External works £48,000, Internal works £35,000 and Remedial damp works £26,000
 - Leisure Centre: External works £60,000, Internal works £43,000 and Plant Room £28,000
- These works mentioned total £550,000, the same as our current cash reserves.
- Sources of funds include current reserves, external funding (such as SCC for footpath), building our reserves (through income from exit fees, rental for telephone mast etc).
- The aim is not to seek any additional charges from members for at least the next five years.

SB then asked for any comments from the floor:

- QFTF - Is there anything in the plan regarding the footpath in Chapel Walk. SB replied that there are maintenance costs for all the footpaths that fall within NML's remit.
- QFTF – Can there be lighting on the Chapel Walk footpath? SB said the directors will consider this.
- QFTF – Can we provide low level lighting on the footpath past Waitlands House as this is very dark at night and people walk through here when getting off the bus or visiting the shop? The Directors said this would also be considered
- QFTF - What is happening with regards to the adoption of the roads? MG stated that you can find out about the adoption via the council website. It's unusual that it's not happened yet but there is some impasse between Gleesons and Surrey County Council (SCC).
- QFTF - Who can residents contact to discuss the adoption of roads? MG said the roads are not responsibility of NML and they have no influence over the people who are responsible (Gleesons and SCC) so residents need to contact Gleesons and SCC independently.
- QFTF – Can the details of who to contact be put on the website so residents can pursue if they wish? MG and Directors agreed to get the contact details and also the web address of the council website and post these on the www.nman.co.uk website for those who are interested
- QFTF – Can the main hair pin of Netherne Drive be re-tarmac as slippery? MG said this would have to be addressed to Gleesons as they own the road.

9. To discuss the future of the Village Hall.

SB discussed the future of the village hall:

- Resident feedback is that it is a beautiful building but not always fit for purpose
- Limitations include: Limited uses as attached to flats and near other residential properties, lack of parking, major damp problems.
- A possibility is to sell village hall for development and build a purpose built village hall on a new site in the village with increased parking, ability to hold late night events, meeting the needs of more groups and the potential to use as a pre-school.
- The Directors would therefore like to know if we should continue to investigate this as an option.

SB then asked for comments and feedback:

- CTFT – Agree, it's a very good idea
- CFTF - Would be very sad to lose the hall as it's beautiful and historic, but we need to be aware of the needs of the village and look at the possibility of a purpose built site.
- CFTF - Fantastic facility but need to be pragmatic that the buildings are costly so would be worth doing a feasibility study?
- CFTF - We need to encourage people to walk to the existing village hall.
- CFTF - Could the old bowls club area be used as parking for the current village hall?

SB asked for a show of hands as to whether the Directors should begin to investigate building a new village hall as an option, by undertaking a feasibility study. Majority show of hands was received.

- QFTF – Could the social hub of village be moved to a new village hall area (including children's play park)?
- CFTF – Could the Directors please take into account that the reason many people moved to Netherne was the quiet and open spaces.

10. AOB.

The following matters were discussed:

- Bank accounts. RS discussed that as the directors have changed we need to amend the signatories on the two NML bank accounts. There was a consensus of those present at the meeting that Jonathan Reddin, Michael Maddox and Coleen Speid should no longer be signatories on any of the Netherne Management Ltd bank accounts and that the directors elected at this meeting become the new signatories.
- Walk of NML Land. RS noted that NML land needs to be walked at least once a year to protect our ownership of it. The NML Directors will be undertaking this walk on the 11 May and would like to invite any members wishing to attend to join us. Please meet at 2pm on 11 May by the village shop. Please wear sturdy footwear and long trousers.
- Guide to Netherne. LL introduced a Guide to Netherne Village and Netherne Management Limited which will be distributed to all residents within the coming weeks. The aim of the guide is to answer questions about the village and hopefully clarify who looks after the different sections within the village. This will also be available on line.
- QFTF: Is it possible to use a microphone for future meetings, particularly for members who wish to ask questions. Directors agreed they would look into this.
- CFTF - 4 people who couldn't attend the meeting requested a message to be sent on about how good SHW are and how pleased they are with the work of the NML Directors.

The Chairman declared the meeting closed at 11.54am.