Admiral House, Cardiff
Newport Road Maintenance Limited

Summarising Minutes of a Directors Skype Meeting
21st February 2017

Directors Present:	Mr E Davies (ED)	(Chair for meeting)
	Mr P Parry (PP)	
	Mr G Garrard (GG)	
	Mr M Currie (MC)	
	Mr N Jarjis (NJ)	
In Attendance:	Mr N Gregory (NG)	WPP – Managing Agent

Apologies: Apologies received from:

N/A

AH 1/17 **Quorum**

Those present resulted in a quorum.

AH 2/17 **Chairman's appointment**

** took Chair.

AH 3/17 **Declaration of interests**

** confirmed the declaration of interests was correct at the time of the meeting.

AH 4/17 **Previous meeting's minutes and mattersarising**

The minutes of the meeting dated 15th November 2016 (which were dispatched 12th January 2017) were accepted as a true record of the same.

Matters arising had either since been addressed or would be discussed during the meeting.

AH 5/17 **Action log**

The Board reviewed the Action Log Schedule of the Minutes dated 15th November with an update being noted at the end of these minutes.

AH 6/17 **Chairman's actions in regard to Braemar / Deed of Variation**

The attached Chairman's report and associated actions were unanimously approved by the wider Board. Following the meeting WPP has circulated information to members as required.

It was also agreed that dependent upon the response received from Bretherton's (Braemar's solicitors) further consideration may be required but until such a time the matter could only be held in abeyance.

AH 7/17 **NRML Financial and Performance Reporting**

- **To receive an update on 2017 YTD financial performance.**

NG informed the meeting that expenditure was inside the budget although with it being so early in the financial year it wasn't hugely meaningful.

- **To receive an update of service charge debtors**

Service charge debt was considered. The sums included the first half yearly charge (factoring in all due sums through to 30th June 2017 as many parties paid monthly); the overall position was considered satisfactory.

AH 8/17 **Cracked render**

NG provided an update to the meeting; the first indicative cost for the work had been submitted, this suggested costs in excess of expectations. A surveyor's overview was also discussed.

Scaffold options including the use of a scaffold 'lift system' would along with work specifications be collated and considered fully. NG was to meet a structural engineer on site (as recommended by **) to assess matters further. Upon receipt of further advice further quotations would be obtained.

It was also noted the cracking appeared to be worsening on the sides previously less of a concern (namely the northern and eastern sides).

** queried why action could not be taken against the developers / their sub-contractors; NG explained the terms and conditions of maintenance towards the render had long ago (if ever) been adhered to resulting in any warranties being 'null and void'. Thus the requirements for ongoing adherence to a service plan in future once the render was addressed needed to be fully adhered to in order to avoid this concern recurring.

AH 9/17 **Scheduled Maintenance Plan**

Other than the cracked render (which was clearly a major concern); no works other than those considered to be standard and within the budgeted costs were anticipated.

AH 10/17 **To receive the following OperatingReports**

- **Building Maintenance**

The weekly site report was briefly referred to although it was agreed the salient topics within had already been covered earlier in the meeting.

- **KPI Report**

The KPI for the first two months of 2017 was briefly considered with it being noted all aspects appeared in reasonable order.

AH 11/17 **Time and Date of next meeting**

Next scheduled Skype meeting - 6.00pm Tuesday, 2nd May 2017.

AH 12/17 **Any other Business**

- ** queried **'s position as director following an email suggesting ** may resign. ** confirmed he remained a director as the course of action he considered inappropriate was not taken.

No further business was discussed thus the meeting closed at 19.25

N Gregory – NRML Company Secretary
13th March 2017

Actions arising from the minutes dated 21.02.17

Min Item	Action	Action by	Status
AH 07/16	Cracks to rendered elevations	Soltherm, Bolix, Surveyor & Structural engineer	Having received further reports and initial indicative costs for addressing refurbishment works to differing elevations as well as entire building a site meeting with a structural engineer (suggested by **) was scheduled.
AH 32/16	Subletting consents (Head Lessor and NRML)	NG / NRML	Hek Jones Solicitors had formally advised Braemar Estate's solicitors (Brethertons) that an engrossed Deed of Variation supported the fact that NRML alone was to provide consent to underlet for the leaseholders (at a charge if considered applicable). However, as the previous registration of the DoV at the Land Registry had not been completed (as it should have) the legal position remained under review. The opportunity for NRML members who underlet their apartments to submit letting details free of charge (to the Concierge) by 31st January 2017 had been extended to 31st March due to the Braemar Estates / Deed of Variation complication (as referred to above). After the 31st March any such letting consent would incur a charge of £45 plus VAT. All members had been advised.

Braemar Estates and NRML 17/02/17

Report to the Board by Mr Emrys Davies, Chairman

Background

Since our last Board meeting the on going issue of NRML's authority in relation to issuing underletting authorisation to tenants / NRML members a matter reserved to NRML has escalated. The Board had previously taken a neutral stance on this matter as this was considered to be an issue between underletting tenants and members to be managed individually.

At the last Board meeting it was agreed that a procedure for issuing authority to underlet be implemented, as it was a specific requirement in our Lease that had been operated on an informal basis by our Building manager and the Concierge. It was also agreed to provide directional guidance to all members when the service charge bills were issued in December 2016. It was further agreed that NRML would write to Braemar Estates setting out our position in relating to the leases.

Braemar response was negative, after significant consultation and discussion between Directors and the Company Secretary including research into Case Law some of which appeared to be contradictory, it was determined that Independent Legal advice was required. The Company secretary was authorised to make arrangements to Appoint Hek Jones (HJ) solicitors to Brief Council on our behalf.

Members of the Board were aware of a Deed of Variation that would be a key document going forward, HJ were made aware of this and requested to research this document with the various firms of Solicitors that had been dealing with NRML and Admiral House since being in the hands of the Receivers.

HJ's investigation moved at pace with a signed copy of the Deed of Variation being found with clause 3.2 being particularly relevant to the matter that Board members required to be clarified. It was also identified that this document had not been correctly registered however it was confirmed to be valid.

HJ provided advice on a course of action that was identified as urgent as it was now evident that Braemar Estates had Instructed their Solicitors to pursue individual members for underletting approval with penalty fees.

As the information was positive and in line with the objectives set by the Board and requiring urgent attention a Chairs action was undertaken to make progress on thismatter.

Summary of Chair's actions.

HJ was given authority to proceed as proposed action plan.

We suspend briefing Council as circumstances have changed in line with advice as the Deed of Variation covers the area of uncertainty for the Board.

A letter HJ drafted to send to Braemar on our behalf was approved.

HJ requested to consider by what process can the Deed of Variation be Registered as it is a valid Document.

HJ recommendation to consider the matter of a refund to members who may have already paid the approval fees to Braemar Estates be taken up at a later date when the Deed of Variation has been fully accepted has been agreed.

WPP requested to upload a copy of the Deed of Variation to the NRML / AH website and to make this document available as part of the information pack to purchasers.

Update

Since the issuing of the approved letter to Braemar Estates there has been some communication between a small sample of Members from Braemar's Solicitors demanding payment and costs. Therefore it can be expected that all suspected of underletting will receive the same probably in alphabetical order.

To date there has been no further Direct update from HJ on any response to the letter, acceptance of the Deed of Variation or Registration of the Deed however I understand that they are following this up on our behalf.

The Board are:

1. Asked to note the report
2. Approve the Chair's actions
3. Discuss potential next steps, as the process is dynamic and may require action prior to the next board meeting.

Emrys J Davies
Director NRML (Chair)