Admiral House, Cardiff

Summarising Minutes of a Directors Skype Meeting
15th October 2013

Directors Present: Mr E Davies (ED) (Chair for meeting)
Mr M Currie (MC)
Mr N Jarjis (NJ)
Mr P Parry (PP)

In Attendance: Mr N Gregory (NG) WPP – Managing Agent

Apologies:
None received

The meeting opened at 19.32 p.m.

AH 47/13 Quorum / Notice / Present / Apologies

Those present were deemed a quorum.

AH 48/13 Chairman's appointment

xx took Chair, explaining the last few weeks had been difficult; however stability and focus could now help move matters forward.

AH 49/13 Declaration of interests re meeting agenda

No declarations of interests were raised.

AH 50/13 Previous meeting's minutes

The Board accepted the minutes of the meeting dated 13th August 2013 as a true record, these being dispatched on 29th August 2013. No amendments to the accuracy were required.

AH 51/13 Action log

The Board reviewed the Action Log Schedule of the Minutes of the meeting held 13th August with updates being noted for various items as per the log at the end of these minutes.

AH 52/13 Minutes of the PRE AGM Board Meeting

The Board accepted the minutes of the meeting dated 10th September 2013 as a true record, these being dispatched on 9th October 2013. No amendments to the accuracy were required.

AH 53/13 **Review of the AGM Minutes and to agree publication**

The Board accepted the minutes as a true record of the meeting dated 10th September 2013. These would be published on the Admiral House website in due course although timing would be considered by way of adding this topic to the Action Log.

AH 54/13 **Articles of Association**

The Board unanimously agreed the proposal that Newport Road Maintenance Limited would continue to operate with the current Articles of Association until such time as the company was legally bound to update.

AH 55/13 **Directors code, term of office / retirement plan & succession planning**

xx delivered suggestions as to how best operate the directors' code, ultimately adhering to the Nolan Principles.
Other associated aspects were discussed including the term of office and a condition to resolve any disagreements as they arose. Further aspects including that Directors could serve a maximum of 3 years before retirement (although they could stand for immediate re-election if they so wished). A succession plan for Board members was also to be considered.
Since the meeting has drafted a document detailing the aspects. This needs consideration and ultimately ratification, ideally for the start of 2014 as per the action log.

AH 56/13 **Communication and Meeting strategy**

- Confirm that Board meetings would be via Skype and on site when appropriate.
- Meetings to be held at Quarterly intervals or when business demanded.
- Minor issues to be resolved via email communication.
- Emergency Board meetings to be called if and when necessary.
- Communication with Members via web site or direct mailing as appropriate.

All suggestions were discussed and agreed as being both workable and sensible.

AH 57/13 **Expenditure Sign Off Limits**

The managing agent to have full authority to pay staff, bills and scheduled maintenance actions identified in the annual service charge and as budgeted.

- The managing agent had authority to spend up to xxx on materials and equipment required for the upkeep of the building not specifically itemised.

- The Managing agent plus any two directors to have authority to spend up to xxx on materials and equipment required for the upkeep of the building not specifically itemised.

- All expenditure to be justified with any large expenditure to be approved by the Board.
- Spending limits are suspended where work is required to safeguard and protect Building and Estate.

All suggestions were discussed and agreed as being both workable and sensible.

AH 58/13 **<u>Directors expertise / lead supporting the Managing Agents</u>**

- xxx Company regulations and reporting
- xxx Financial accounting and reporting
- xxx Company management and reporting
- xxx Civil work and building maintenance planning

xxx Internal and external Communication

xx delivered the suggestions. All Directors present confirmed their approval. xx was to confirm in due course.

xx advised all that xxx remained a director at Companies House as following the AGM he had raised strong objections to his ousting as a Board member.
After brief discussion his termination as a Director was unanimously approved. *WPP have since updated Companies House as such.*

AH 59/13 **<u>Admiral House Resources Limited</u>**

Discussion ensued as to whether the staffing company best close or continue to operate.
This would be discussed in further detail at the next Directors Meeting by which time WPP would have obtained independent legal advice considering the position further.

AH 60/13 **<u>Newport Road Maintenance Limited - Financial Reporting</u>**

The meeting recognised there were differing schools of thought as to how report and file Annual Accounts. xx asked that this be deferred until the next meeting so he could consider the documentation he had regarding the same.

AH 61/13 **<u>Newport Road Maintenance Limited</u>**

- Building Maintenance

NG explained that many aspects (including some due to neglect) had been addressed during the current financial year.

61.1 He confirmed despite contacting the original architects Holder Mathias in regard to guarantees, (for the building's cladding which was showing localised signs of wear), he had received no response.

This would be chased although xx stated he thought it was most improbable that a positive outcome could be achieved as either failure to have addressed and undertaken all required maintenance to the building since completion or that the

contractors and / or their sub-contractors would 'pass the buck' between themselves resulted in this being a tall order.

61.2 Other aspects needing discussion at the next meeting were the possibility of proactive roofing works to the often problematic flat roofing to the building's front and the PPM, which now obtained from Living City (LCAM), was found to be rather scant in meaningful detail.

- Financial Accounts

xx discussed the details of the reports with the Directors. He confirmed he had been working with xxx at WPP and was now pleased with the way the reports read and also with the expenditure levels.
He advised he still had financial concerns which needed to be raised with LCAM.

AH 62/13 **Time and Date of next meeting**

7.00pm Thursday November 14th

AH 63/13 **Time and Date of next meeting**

- xxx explained that the Wales Eye website (dedicated to Welsh newsworthy stories) to which he was heavily involved had offered WPP an advertising spot which they had in turn accepted. He asked that this be considered and if fellow directors believed it to be a conflict of interest that he would step down as a director, however no concerns as to the advertisement were raised.
- xxx suggested the re-appointment of Managing Agents should have been raised at the AGM. xx advised this wasn't raised at the AGM as the meeting itself was both so very contentious and more 'director orientated' but also that the general feeling was that after such discord with the previous agents (LCAM) that WPP should continue with their input which had been found to be satisfactory. However he confirmed canvassing alternative third party quotations every three years would be undertaken to ensure WPP remained competitive with their management costs and the directors' code detailed the same.
- xx confirmed he would draft the agenda for the next meeting.

As the meeting closed the Directors agreed it had been a productive meeting. There being no other business, the meeting closed 8.55pm

N Gregory
22nd October 2013

Actions arising from NRML minutes 15.10.13

Min Item	Action	Action by	Status
AH 40.1	WPP to pursue all parties in arrears unless they could substantiate otherwise	WPP	Being acted upon **So complete for the Action Log and so will be removed**

AH 40.2	PPM	WPP	Obtained from LCAM – however possibly flawed in detail – to be considered further
AH 40.3	Car lifts	Various	**Complete for the Action Log and so will be removed**
AH 40.4	Queries to which LCAM needed to answer satisfactorily	xx and xxx	This is now to be considered by MC alone
AH 40.5	Delivery of financial information	WPP and MC	Working more clearly **and so complete for the Action Log and so will be removed**
AH 40.6	Data protection	WPP	In compliance **and so complete for the Action Log and so will be removed**
AH 42.2	Visitors car parking spaces	WPP and Concierge	WPP have sanctioned the installation of parking bollards **and so complete for the Action Log and so will be removed**
AH 53	AGM Minutes. Content agreed however publication to be set for early 2014 but to be agreed for sure in due course	Board	Pending
AH 55	Directors code	xxx and board	ED has drafted for consideration - Pending
AH 59	Admiral House Resources Limited – whether to close down staffing company	WPP and legal	Pending
AH 60	Newport Road Maintenance Limited – Reporting and filing of annual accounts	xx	Pending
AH 61.1	Possibility of calling on guarantees for cladding concerns – considered to be difficult to successfully pursue.	WPP	Pending
AH 61.2	Roofing specification to resolve frequent concerns	WPP	For next meeting