Admiral House, Cardiff

Summarising Minutes of a Directors Skype Meeting
18th March 2013

Directors Present:	Mr C Davison (CD) (Chair for meeting)	
	Mr T Dye (TD)	Mr E Davies (ED)
	Mr P Parry (PP)	Mr A Munday (AM)
In Attendance:	Mr N Gregory (NG)	WPP – Managing Agent
In Observance:	Mr N Jarjis (NJ)	Mr M Currie (MC)

The meeting opened at 19.46 p.m.

1. **Quorum / Notice / Present / Apologies**

   All persons expected were present, forming a quorum; the meeting opened.

2. **Chairman's appointment**

   xx was nominated Chair. Vice chair was not determined

3. **Declaration of interests re meeting agenda**

   A discussion ensued as to the need for any interests in agenda items to be lodged prior to a meeting, or failing which if not immediately apparent when the topic became a related matter to that of a director he or she needed to advise the chair of any such interest.
   Since the meeting xx has forwarded a draft document which enables directors to detail such information. This can be updated as required.

   ACTION: xx

4. **Consent Agenda – Previous minutes approval**

   a. The previous meeting's minutes were approved with a minor amendment being that xx was to contact both xx and xx in regard to director nominations rather than xx.
   b. Minutes were accepted as a true record of the said meeting thereafter.

5. **Matters arising/prior minutes not on agenda**

   c. The meeting agreed the forming of one indexed pdf (with supporting spreadsheets if applicable) was preferred to various pdfs / documents.

   ACTION: xx

   d. xx discussed costs incurred to date. He also advised chasing of debt would be possible once car park charge allocations had been corrected (as per 6f)
   e. xx suggested ongoing action points be referenced for easier monitoring in due course. xx to incorporate such a system in future, including initials of person(s) associated to the same task.

   ACTION: xx

6. Management report – financials

f. xx delivered details of costs incurred to date. He advised the major concern was the inaccuracy of car parking data passed across from LCAM; this in turn had resulted in charges for many apartments being incorrect, some to significant sums running into thousands (such as one of those of xx who voiced his concern and the fact that he had raised this with LCAM for a long time). Whilst it appeared LCAM had been advised of the discrepancies previously they had not acted upon them, this resulting in debts which were incorrect and potentially charges which could not be collected. Moving forward the accounts department in WPP had recently clarified the position and would be dispatching new statements to all leaseholders; these would result in surpluses and deficits on numerous service charge accounts.

g. xx advised further accounting details would be welcome at for such meetings and that he would liaise with xx to ensure future reports were more helpful and informative without being unnecessarily complicated and time consuming to draft.

ACTION: xx

7. Management report – maintenance

h. xx advised the weekly report compiled by the concierge gave a clear 'snapshot' of on-site matters.

i. Required water pump maintenance was discussed, thereafter being given the go ahead.

j. Longstanding roofing concerns were being actively addressed, it was hoped the latest undertaking of works would prove successful, failing which a fuller and inevitably more costly specification of works may need to be considered.

k. WPP would pursue suitable contractors to clarify costs for the removal of the unsightly algae on the building's external elevations.

ACTION: xx

l. External lighting to the front of the property was causing a concern as these were powered by way of 12 volt supplies. Suitable contractors were considering costs and requirements for the necessary works to resolve.

m. Costs for installing individual meters to monitor water supplies to individual apartments still needed clarification.

ACTION: xx

n. xx was asked to draft a suggestion as to how best contact and obtain instruction from Board members with any aspects considered to need action in between meetings, yet without resulting in the abundance of emails.

ACTION: xx

8. Management report – staff

o. xx advised that the transfer from LCAM had been undertaken with minimal disruption and that the staff were comfortable with the new management arrangements despite initial (unfounded) concerns.

p. The name of the staffing company was confirmed as Admiral House Resources Limited not Newport Road Resources Limited.

q. xx suggested one point of contact be the connection with WPP in between meetings to minimise email traffic. This was agreed as a sensible approach with perhaps the point of contact changing from time to time; this was not agreed in detail though.

9. Appoint an independent solicitors

xx advised that this had been discussed and agreed upon in the prior meeting. Referrals had yet to be given due to the car park charge allocation concerns.

10. Appointment of independent accountants

xx asked xx to obtain quotations for drafting year end accounts in future, should the maintenance company move away from the existing accountancy company, HW Chartered Accountants. xx confirmed such charges would be clarified in time for the next meeting although having two companies (now with the staffing company) may result in offsetting any potential savings. This needed clarification though.

ACTION: xx

11. LCAM Update

xx was instructed to ask LCAM to justify why they considered the £1,500 plus VAT charge for the handover was justifiable along with supporting material and whether it included costs for preparation of the accounts.
xx advised the draft accounts for the ye 31.12.12 remained outstanding as did a balance of funds. xx would chase up.

ACTION: xx

12. Data protection policy

xx advised all present they had a duty of care not to divulge information about one another or other leaseholders to third parties. He advised he would forward further associated information in due course.
xx confirmed WPP was compliant with Data Protection regulations paying an annual fee to ensure statutory requirements were adhered to at all times.

ACTION: xx

13. Board Meetings Admin and Board Notes

xx advised all that items for agendas needed to be raised in good time for the meeting itself, thus minimising the concerns of making 'off the cuff' decisions whilst also minimising contact between meetings. He also advised minutes were for officers of the company alone as opposed to leaseholders generally.

14. Directors' code approval

xx informed the meeting these had been amended since the last meeting. xx stated that he still needed time to consider the details further over the Easter period although a cursory look at these boded well.

15. Articles update

The new suggested articles were considered to be much clearer than the existing; these would be put to the AGM for acceptance.

16 &17. MC and NJ – director appointments

xx advised both xx and xx that the Board would welcome some text as to why the two parties believed they should be considered as directors. xx challenged the need for such a submission. xx advised nothing burdensome was intended yet it would show diligence by the existing Board that they had considered the applications carefully should any other parties wish to challenge why these parties were to be nominated as directors. Any such nomination would need to be ratified at the AGM.
Additionally any such parties would need to be present for three successive meetings for their application to be proposed at the AGM.

ACTION: xx & xx

18. Change of registered address

All present agreed the registered addresses for both the maintenance and staffing companies be moved to that of the offices of WPP, with xx being advised this was a *fait accompli*.

ACTION: xx

19. Any other business

r. When the car lifts were back in operation the concierge would have the responsibility of ensuring visitors car parking spaces and were utilised in a fair and reasonable manner. The Concierge would be asked to consider a workable system which the Board would consider for adoption.

ACTION: xx

s. xx asked that WPP clarify where signed car parking certificates were being held as these needed to be collected and ultimately dispatched to the relevant leaseholders.

ACTION: xx

t. xx suggested time needed to be set aside for the possibility of remarketing the property with a new name and associated logo. xx suggested further time be given to this in due course.

u. The AGM was tentatively suggested for the second week in September. xx advised various topics would need to be considered on the agenda including re-appointment of the managing agents.

v. Next Skype meeting was scheduled for 7.30pm on Tuesday 23rd April 2013.

There being no other business for NG he withdrew at 9.20pm

xx
30th March 2013