

Thurne Bungalows Management Company Ltd.

Meeting of Directors

Saturday 9th November 2024

10am at New Victory Hall, Neatishead NR12 8AD

Minutes

Five Directors of TBMC Ltd attended: Neal Duffield (ND), Lizzie Cross (LC), Harry May (HM), Sharon Wright (SW), Sarah Wilson (SJW) with Max Manners (MM) online.

Also present were Daniel Trett, TBMC Ltd Managing Agent, cum Company Secretary, (MA) and Hilary Franzen, Minuting Secretary.

The board has received the resignation of Andrew Leask and Michael Whitaker and thank them for their service to the board.

- 1.0. ND declared the meeting open at 10.10 am.
- 1.1 LC proposed and SJW seconded ND as the new chairperson. The motion was carried. ND said he was happy to commit to the chair for the first three board meetings.
- 1.2 A minuting secretary was not appointed.
- 1.3 ND declared a quorum.
- 1.4 ND confirmed SJW's co-option to the Board.
- 1.5 There were no apologies.
- 1.6 The minutes from the Directors' meeting on September 6th 2024 were approved. SW asked that any documentation which is discussed should be attached to the minutes. **Action: MA.**
- 1.7 Actions / Outstanding Issues

HM requested a declaration of interest should be recorded. LC, was seeking freehold, SJW was seeking freehold, MM was seeking freehold and a 101A applicant, HM was a longstanding freeholder, a shareholder in ParkPH33 and freeholder of two boatyards, 11a, 12 and 13, SW and ND were lease holders and all directors are customers of TBMC.

1.71 Under actions from the September 24 meeting it was reported that the electrical installation inspection had been completed and TBMC now had an electrical certificate.

1.72 A Fire Safety Inspection of PH53 has been booked to be carried out.

1.73 The electric cabling in the electrical installation cabinet which DS had said was corroded had also been dealt with.

It was agreed that a new Health and Safety specialist be appointed to audit the company's H&S policy. Covered in H&S later in the meeting.

10.9 DWS informed Directors that it appeared that the owner of a boat moored under licence in TBMC's freehold plot PH53 had paid none of the monthly payments due. MA explained that, in spite of being given an email address and a mailing address he had not received a response from the owner. ND said if they didn't receive payment within a given time they could sell the boat and recoup their expenses. HM agreed to contact the Broads Authority to find out if it was tolled and ask for their assistance. SW suggested asking the Broads Authority to pass on a letter to the owner from TBMC, which was agreed.

11.1 It was agreed that DS's reply to JS resignation letter be appended to TBMC November Minutes.

11.2. DS requested that his shareholders forum questions and TBMC's answers should be appended to the February TBMC minutes and published to the company website. ND agreed this should be done.

11.21 ND reported that a plots inspection had taken place using his own boat and photos had been taken.

13. ND said he would formulate a response to Professor Fraser Brown re a lease extension, for the Directors' approval.

3.15.5 HM informed Directors that there was loose chicken wire on the boardwalks of PH53, which would need mending/replacing, and that the quay heading from the dyke to the fence had sunk and needed replacing. ND said he would ask SS if any progress had been made and if not, he would ask the MA to put the work in hand if required.

AGM debriefing from Sept Directors meeting, Anti bullying policy is in place, copy to go to SJW and MM as they have not as yet seen it and updated on the TBMC website.

4. LC asked MA, when asking for a quote for TBMC work, we ask contractors for their H&S policy prior to instructing.

15.7. MA had stated that he thought the solicitor performance was not good and he was taking on lease transfer paperwork that was the solicitor's responsibility. LC said that they should take another look at the Managing Agent's role and his job description as he was taking on more work. It was suggested that they should get quotes from other solicitors for their work. It was decided not to proceed with this. ND asked MA if he could inform the Directors of the process for selling the bungalows and precisely who is paying for what.

1.8 Correspondence to the Managing Agent confirmed that Tower View, Dutch Touch and Mill View had become listed properties and wanted to know if there was anything TBMC needed to submit. ND said the reply should welcome the listing but as it was a private matter no further correspondence was needed.

The Directors discussed how often emails should be sent for decision making and ND suggested the MA shouldn't send emails more than once a week. He said he preferred decisions to be made round the table in open discussion. However he was not suggesting a change in email decision making. Directors should make their own decisions and through the chair the decision should be sent to the MA. The motion was carried.

HM stated that he would in future respond FOR a motion on TBMC matters if he saw fit. If no response was received it would result in an AGAINST for the motion. LC requested all FOR/AGAINST/ABSTAIN be recorded of directors' decision to be minute to enable shareholders to see the level of engagement of decision making of directors.

Correspondence from Banner Jones solicitors said 7 new bungalows were going to acquire freehold. ND said in total 21 residents were applying for freehold.

The MA said Anglian Water had sent invoices for the last 6 quarters of **£1,103.85** each, backdated to April 2023. ND said it would be added to the billing of the pump out for shareholders. It was agreed the MA would pay the total.

2.0 Emails from DC and DWS It was agreed that the name and plot number should be put on the voting tab which ND said was a mirror image of that sent to proxy voters. This was so tellers could authenticate it.

Vote:

For: ND, MM, LC, SJW Against: HM & SW

ND said DWS was asking the Board to call a general meeting at short notice on Saturday 30 November. ND said the short time frame would not give shareholders time to assimilate the amendment to the articles and consider the implications. He said, however that they could not prevent a cohort of shareholders exercising their right to call an GM. He said his ambition for the board was to financially secure the future of the company in view of the fact that some shareholders will become freeholders. He wanted to have a financial plan in hand so they did not disadvantage the leaseholders. ND - The board are all fully committed to making sure that all shareholders are secure for the future be that lease extension or freehold purchase as promised by all candidates at the AGM in October 2024. LC agreed with him.

The board were unanimous in their decision not to support calling a GM to vote on the Special Resolution date of 30.11.2024. The board were unanimous in their resolve to give sufficient time to the company and shareholders in providing a balanced view of the ramifications if such a vote were to go ahead. The board felt that given the short time frame, they could not support the suggested date of 30.11.2024 in the draft provided by DWS. The board recognised the reasons why shareholders felt the need to hold a GM to vote on the special resolution and were unanimous in supporting to fund our shareholders if they wished to take forward the General Meeting.

MM said 75% of all 184 shareholders have to agree to the motion to be carried. MM suggested that in order to make sure all shareholders could attend we could set up a zoom link.

ND proposed the board write to DWS that it would not call the meeting but it would financially support if the appropriate number of shareholders wanted to call the meeting. It was carried unanimously. "We don't believe we have sufficient time to understand the ramifications financially and legally and it has always been the practice of the board to give everyone sufficient time to consider," he said.

MM suggested a committee be formed with HM and Phil to explore the possibility of a replacement boat to replace Louise in the future. ND had spoken to Phil who estimated Louise still had 25 years of life and was the perfect boat for his operation so no further action was required. It was requested he make a canopy for the boat.

6.0 MA hadn't found an H&S specialist for TBMC. But LC said an ex Health and Safety Officer, Linda Ibbitsin Elks who was a fellow river bank owner was well qualified to advise on Health and Safety. She said they needed to visit all 80 mooring plots and review H&S policy in general. It was important that every contractor they use must provide confirmation. She said the RDS policy needed to be improved and compliant with the specialist within 28 days. The motion was carried.

On 16.1.2024 ND will meet with Linda Ibbitson Elks to go over H&S strategies. Linda is a bungalow owner and Following her retirement Linda has joined the Broads Society as a Trustee and using her expertise in Health and Safety to help those that volunteer. She has agreed to help TBMC on H&S matters for free as she recognises all of our roles as volunteers.

4.0 Finance Report.

MM requested for a forecast to be produced by accounts. MA to action
MA reported a bank balance of £32,804 in the bank, which after expenses by the end of the year would leave £7,804. There was a reserve of £50,000 in the building society.

A discussion was had relating the issues with Quickbooks and resolving them with TBMC accountants prior to invoices being sent out. **MA to action**

It was agreed to send letters by recorded delivery to debtors asking them to pay up within 14 days. If there was no response TBMC would proceed to the small claims court. **MA to action**

Next meeting Dates at the New Victory Hall:

Saturday February 22nd 10 am.

Saturday April 26th 10 am

Friday July 18th 2pm

Saturday October 4th 10am.

AGM October 25th 10am.

The meeting closed at 1.15 pm

DRAFT