

THURNE BUNGALOWS MANAGEMENT COMPANY LIMITED
Minutes of a Meeting of TBMC Ltd Directors.
Saturday 22nd February 2025, via Microsoft Teams

The Chairperson Tricia Duffield welcomed all those present and opened the meeting by introducing herself as a newly co-opted Director and Chairman of the Board. She stated that she was committed to remaining a leaseholder but wanted her aim to be to find a balanced board membership representing those seeking to purchase their freehold and those wishing to remain as leaseholders, so that we can all exist harmoniously together. Whilst, upholding the best interests of the Company.

1. DECLARATION OF A QUORUM: Acting Chairperson Tricia Duffield, called the meeting to order and with 4 TBMC directors present declared the meeting quorate.

2. PRESENT: TBMC Directors: Tricia Duffield (TD) R74, Max Manners (MM) M31, Lizzie Cross (LC) R62, Sarah Wilson (SW) R72.

3. IN ATTENDANCE: Daniel Trett, TBMC Ltd Managing Agent & Company Secretary. Shareholders present: Jane Avery R68A, Fraser Brown PH22, Colin Bowden Plot PH51, Linda Coxey PH76/PH76B, Adele Jefferies-Beckley M45, Pete Webb R63 and Neal Duffield R74.

4. CONFLICT OF INTEREST: MM stated: 'Conflict of interest in that I am the organiser of Tranche 1 and 2 of the freehold applicants and I am also a freehold applicant myself'. SW and LC also stated that they were also freehold applicants.

5. ADOPTION OF THE AGENDA: Chairperson TD proposed adoption of the Agenda. Agenda adopted as presented. **CARRIED.**

6. APOLOGIES: Recently co-opted Director Mick Bashford (MB) apologised for his absence prior to the meeting, due to commitments made before becoming a director of TBMC Ltd. The Chairperson TD acknowledged the absence of Harry May (HM) who had been readmitted to hospital and all the directors wished him well and a speedy recovery.

7. SHAREHOLDERS FORUM QUESTIONS SUBMITTED

7.1: QUESTION 1

Alison Dillon (AD):

AD: What tangible steps are being taken to pursue the 990-year lease?

MM: The Company, TBMC Ltd have written to the EA on 3 occasions asking them to share their knowledge, the information of which has been circulated in the Winter Newsletter and in a Leasehold Update document dated 17.02.2025. The new Labour Government hasn't yet published Clauses 2 or 3 of the Leasehold Reform Act. An MP who lives along the riverbank is sharing all of his knowledge but as from May 2024 has not received any new information himself as neither the Conservative Party

or the current Government have published any further information. David Horsfall, the EA surveyor for our area is not able to say anything until the Government publishes further information.

8. APPROVAL OF MINUTES FROM LAST DIRECTORS MEETING 09.11.2024:

Chair TD abstained due to not being in post or attendance on Nov 2024. MA has received no further requests for amendments.

Vote to approve the minutes: LC Agreed, MM Agreed, SW Agreed.

SW acknowledged that the minutes of the last directors meeting had not been thorough. There had been a new minutes secretary and as a result the minutes had not been up to usual standard. SW acknowledged that going forward with recordings and Teams AI created minutes made of all meetings; the board would endeavour to do better. This would reduce expenditure from £950 to £50 pa and create professional minutes that would be sent out to all shareholders.

Minutes approved, Action MA & TD.

9. NON-AGENDA MATTERS ARISING & ACTIONS / OUTSTANDING ISSUES FROM PREVIOUS MEETINGS:

9.1 HM asked if the electric installation inspection had been completed, as it was due. SS stated it would take place after LED strip lighting had been installed. HM also enquired re inspection of extinguishers and life jackets. **ACTIONED MA**

9.2 DS pointed out that, as required by TBMC's insurance policy, a Fire Safety Inspection of PH53 was due. **ACTION MA.**

MA: Company coming out early March 2025 to sign off and complete the inspection.

9.3 DS stated that the electric cabling in the electrical installation cabinet was corroded and needed attention. **ACTIONED MA**

9.4 MA was asked to produce a list of Inter-meeting Matters resolved by Directors for the next Directors meeting in November 2024.

MA: Many items from the Sept and Nov 2024 Directors Meetings have actioned with some items on-going. **ACTION MA**

9.5 MA confirmed that he had not progressed the H&S issue with his specialist. AGREED that an alternative H&S specialist be appointed to audit the Company's H&S policy. **(NOW RESOLVED) ACTION MA & LC**

LC: Linda Ibson-Elks has since completed a full H&S inspection of TBMC's H&S Policy and we have the report. Items listed on that report have been actioned. LC went on to thank Neal Duffield (ND) for his housekeeping with regards to the Boatshed and bringing that up to standard.

9.6 AGM DEBRIEFING After brief discussion about what it was generally agreed had been a tetchy meeting having been well handled, it was AGREED that Simon Stammers review TBMC's Anti-Bullying Policy in the round. SS reported that he had reviewed the Anti bullying Policy and found the present policy robust and fit for purpose. SJS suggested that the Anti Bullying policy should be appended to the Directors Service Agreements, as a reminder of their duties. **ACTIONED MA & LC**

LC: Anti bullying policy was sent out to the MA for inclusion on the website. This is now under 'TBMC Code of Conduct' on www.tbmcld.org . Confirmed by the MA.

9.7 SOLICITOR PERFORMANCE. MA stated that he thought performance was not good. He believed that he was taking on Lease Transfer paperwork (LPE1 form) that was the solicitors' responsibility. He stated that TBMC solicitors charged £420 for an Information Pack. He received no additional money for his work. Presently five bungalow sales were going through. DWS reminded Directors that he had previously suggested an administration fee, currently paid to TBMC Ltd, should be paid to the MA. A change of Solicitors was discussed, but no decision made. MA writes to HKB Wiltshires and reminds them of their responsibilities re Lease transfer. **ACTION MA**

MA: Still on going. MA to catch up with HKB Wiltshires when solicitor returns.

9.8 FRASER BROWN EMAIL RE LEASE EXTENSION WITH EA. S Wright suggested TBMC start to investigate lease extension with EA. DWS suggested TBMC write to David Horsfall, the EA's Senior Estates Surveyor. Chair to contact David Horsfall re Lease Extension. **ACTION AL**

LC: Since past Chairman Andrew Leask had written to the EA in Sept 2024, Neal Duffield past chairman, had also written to David Horsfall in November 2024. The reply from DH was shared with all shareholders in the December 2024 newsletter. ND further acknowledged the response to DH in another email sent late November 2024. There have been no further responses from DH to date.

MM: The EA cannot respond to policy until the current Government has written it.

9.9 HEALTHS AND SAFETY. MA explained that he hadn't found an H&S specialist for TBMC. LC stated this was extremely important issue and that the Company needed to find one. DC suggested that a shareholder on the NE bank might be able to help MA find a suitably qualified H&S person to advise TBMC. **ACTIONED LC**

TD: Linda Ibson-Elkes has completed Report. **RESOLVED.**

10. CORRESPONDENCE TO MANAGING AGENT. MA & MM – agreed to discuss at a later date in order to get through all agenda items for this meeting. MA to put together all emails from Shareholders from the last Directors Meeting for discussion.

11. INTER MEETING MATTERS RESOLVED / MATTERS FOR DISCUSSION – CHAIRMAN, MINUTE SECRETARY, TEAMS AUTOMATIC MINUTE TAKING, DIRECTOR'S APPOINTMENTS, CO-OPTING, RESIGNATION OF SHARON. ALL

TD: Acknowledged that both she and Mick Bashford had recently been co-opted to the board.

Sharon Wright has resigned and been thanked by The Board. We thank her for all her hard work over a number of years on The TBMC Board.

Neal Duffield resigned and again has been written to and thanked by The TBMC Board.

Minute's secretary hasn't been resolved however now we are using Teams and recording these for the purpose of the minutes, we consider this resolved.

MM: Added that we have replaced the minutes secretary which last year cost the TBMC £950.00, with Teams and built in AI for transcribing (£50, a saving of £900). The Board would still, read, correct and approve but this alleviates any issues we have recently experienced with incomplete minutes.

The Chairperson TD, SW and LC agreed with this way forward.

12. 2025/26 BUDGETS – 25/26 FEES. ISSUING OF 2 SEPARATE INVOICES PER PLOT (INLC PLOT ADDRESS). ALL

TD explained that all shareholders and customers would receive 2 invoices. The budget has been approved by The Board and Directors and will be published and issued at the beginning of March 2025.

MM went on to explain that along with the invoices will be another piece of paper with a full explanation of budget calculation and how the fees are calculated so that all shareholders and customers understand the logic behind the charges. These will all be published early in March for payment on 01 April 2025.

13. AGM MINUTES – ALL

LC: Stated that she would like to apologise to all the shareholders for the quality of the minutes at the AGM. The minute's secretary was found at a very late stage. Unfortunately the minutes were not robust or well recorded, and many shareholders questions were missing. A decision was made after the AGM for The Board to amend those minutes however, with resignations and the time lapsed to amend the minutes would not be a true represent of what happened and would be recollections only. This was not our intention and we apologise.

MM – Teams will help with this decision in terms of recording for the very purpose of being able to check back accurately on what was said as well as being cheaper. Proposal for the next AGM is to have a physical AGM as well as an opportunity where shareholders can attend on Teams.

LC: Benefit of Teams is that it enables shareholders that do not live locally to be able to participate and attend. With the facility to record accurate minutes can be ensured.

14. REVIEW 2024 CORRESPONDENCE FROM SHAREHOLDERS RE: FULL ANSWERS – ALL

MM: The Board need to look back historically including 2024 to check that Shareholders are responded to rather than just acknowledged. This cannot be the way in which the Board respond going forward. We need to look at the last 12 months, look at where we've gone wrong and correct it.

LC: Added that there has been an awful lot of change with directors over the last 12 months. This hasn't enabled the Board to keep track of what has and hasn't been responded to or been seen by new directors coming onto the Board or those leaving. This is a big piece of work that needs time. We only have the information that we have not information that we don't have or know.

TD suggested that answers to questions of a similar nature could be put on the website.

15. TBMC DATABASE MAINTENANCE UPDATE. RESPONSES & PLAN GOING FORWARD. ALL

MA: Emails went out to all shareholders and customers to check that their emails were correct. 16 yet to respond Database is now cleaner. MA now writing or calling those who have not responded to get clarification on communication.

Second mail sent out to Shareholders to check the share certificate and addresses are correct. 50% are yet to respond so a second email will be sent this week.

LC: It is important that shareholders correspond with the Board and Company and to keep all details up to date. The Board are grateful to the MA for all his work on this. The Special Resolution highlighted the gaps in communication and we ask all shareholders to keep the Board informed of any changes.

MM: Before the Special Resolution we had over 20 emails from shareholders where they were not receiving the information in order to vote.

16. WORKING GROUP TO WORK ON BLACK/GREY WATER – ALL

LC: Consideration needs to be made before the 101A sewer goes into force and to look at how we as a company raise funds to enable TBMC to still offer services. Not just for the Company but also the Shareholders. We need a plan for the future and a transition plan for between now and 2029.

MM: To put what LC has said into perspective re: numbers, in a few weeks time the Shareholders will see the new budget and fees. One concern was that in 2018 there were 800 pump outs and 2024 we had 364 pump outs. These figures concern the Board.

17. NEWSLETTER – ALL

SW: A new newsletter will be going out soon after the Directors Meeting. We want to, as a Board put out 2-3 Newsletters annually in order to keep communication flowing. For example we need to alert all bungalow owners to the fact that very soon some of the Pumping Stations are going to be replaced and diversions will be put in place. Especially as the work on the stations along the Martham Bank will start this year. The newsletters aim to keep Shareholders informed with practical matters, RDS as well as any news the Board may have about Leasehold reform, Lease extension / renewal and Commonhold.

18. WEBSITE – CONSIDER SUITABLE PARAGRAPH RE: COMPANY UNABLE TO ANSWER LEGAL OR FINANCIAL LAW QUESTIONS DUE TO LEGISLATIVE CONTROLS - ALL

MM: The Board cannot advise on legal or financial matters. If we did we would be breaking more laws than we could shake a stick at. We are not an authority, or specialist accountant or solicitor and we cannot, as a company give any wrong advice to any Shareholder about property legislation if we got it wrong. We feel the frustration from several Shareholders, but we just cannot give such advice or answers to legal questions. Those questions would have to go to a specialist solicitor or to a specialist accountant for such advice.

LC: Wanted to also state that we are unpaid volunteer directors and not experts in any of these legal or accounting areas. That the Board and Directors are not in the position to offer specialist advice. If we were to seek that advice as a Company we would pay vast sums of money for such advice.

SW: This would result in the cost being passed onto, and shared between the 184 Shareholders.

MM: A specialist solicitor rates are £500 per hour plus VAT. The way to make it cost effective is to make sure that the questions being asked are the right ones. However there have been so many questions from Shareholders and within The Board that we

would like to ask but if we put those to a specialist solicitor we would be bankrupt as a Board. Shareholders need to seek their own legal advice in this regard.

19. HEALTH AND SAFETY REPORT – PLAN GOING FORWARD

LC: Signage that needs to be put up along the short and long mooring plots. ND has kindly offered to help with this. To ensure the mooring plots are safe, we have decided to re-wild the grass in front on these plots. Reason being that they are not to be accessed by users of the river. Re wilding will discourage this. All contractors have confirmed H&S policies.

20. FINANCIAL MANAGEMENT REPORT – MA

MA emailed by the accountant last week. The report and forecast is clearer and includes all debtors. MA will send to the Directors after the meeting.

21. HAMPSHIRE TRUST / INVESTMENT (SAVINGS POLICY) – ALL

MA: MA has been talking to the accountant. Savings are in 0.01% savings account. The fixed period is up so we can as a Board decide what to do with the money and earn more interest / better invest.

LC stated that we should set up a working group to decide how to invest this money.

22. AOB – None

The remainder of the agenda would be held '*in camera*'.

The Chairman and Directors thanked all those that attended and to being part of the first Directors Meeting on teams.

This part of the meeting concluded at: 10:55am

IN CAMERA ITEMS:

23. INCIDENTS ACTION PLAN – LOCATION OF FUTURE MEETINGS WITH WIFI / ESPECIALLY THE AGM (MARTHAM VILLAGE HALL) – ALL

24. REVIEW OF THE SPECIAL RESOLUTION METING – CORRESPONDENCE / QUESTIONS TO ANSWER – ALL

25. DEBTORS – MA

26. PERMANENT RESIDENTS – ALL

27. REVIEW OF RDS – NEW 2025 FEE STRUCTURE, NEW AGREEMENT - ALL

The meeting closed at: 12:25pm

Date of next meeting: Saturday April 26th – 10am on Teams.

Signed.....Tricia Duffield, Chairperson

Dated..... 2025