

## St George's Fields Limited

### **Minutes of the Annual General Meeting of St George's Fields Limited (the "Company") held on Tuesday 18<sup>th</sup> June 2019 at 7:00pm in the Trafalgar Room, Victory Services Club, Seymour Street, London W2**

**Present:** A quorum of members, the Company Directors (Alan Seymour, James Dundas, Kate Roskell, Richard Harding and Stephen Mayer); Gareth Targett, Head of SGF Services; David Fleming representing the Company's solicitors, William Heath & Co; and Alasdair Weaks representing the Company's auditors, Simpson Wreford and Partners.

Apologies: Liz Hewitt

#### **Introduction**

The Chair was taken by Alan Seymour who opened the AGM by welcoming shareholders and:

- introduced Gareth Targett, Jade Fallon-O'Sullivan, Niki Clark, and Catarina Figueira and on behalf of shareholders thanked them all for their hard work and services during the year;
- welcomed the Company's professional advisers, David Fleming and Alasdair Weaks and thanked them for their professional support throughout the year;
- introduced each director in turn and gave apologies from Liz Hewitt;
- noted that James Dundas would be retiring by rotation and thanked him his contributions to both the Board and sub-committees that he has participated in over the last 6 years;
- introduced one shareholder who had put himself forward for election as director, Matthew Austin, and one director seeking re-election, Liz Hewitt.

The Chairman reviewed his letter that accompanies the papers and pointed out the work of the Board and Management to date including the Electrical Infrastructure Work, a revision of the Fifth Schedule, revision of its Problem with Neighbours policy to make it clearer of the help that Management can provide, and the work to install more security measures recommended by the Police.

#### **Q&A's**

An addendum to the AGM minutes is attached where the Q&A's are dealt with in more detail.

#### **AGM Resolutions – show of hands**

- The minutes of the 2018 AGM (**Resolution 1**) were approved, with one abstention, on a show of hands
- Following a Finance Presentation by James Dundas, the Directors' Report and Financial Statements of the Company for the year ended 31 December 2018, together with the report of the Auditors (**Resolution 2**) were approved on a show of hands.
- The reappointment of Simpson Wreford and Partners as Auditors to the Company (**Resolution 3**) was approved on a show of hands.
- The proposal to authorise the directors to determine the remuneration of the Auditors (**Resolution 4**) was approved on a show of hands.

#### **AGM Resolutions – by poll vote**

During the proceedings, the Chairman proposed that the resolution relating to the directors' fees (**Resolution 5**) and the election of directors (**Resolution 6**) be cast on a poll. Those votes cast at the meeting would be added to those cast prior to the meeting and the results would be counted by Alasdair Weaks who would act as an independent scrutiniser.

#### **Directors' Fees**

The Chairman proposed the resolution to combine the directors' fees and expenses for the year ending 31 December 2019 for an overall total of £19,028 pa, which is shared between directors. Shareholders were invited to complete their poll cards for this in support or otherwise of this resolution.

#### **Election of Directors**

The Chairman then invited those directors seeking election to say a few words to the meeting: Matthew Austin (seeking election) and Liz Hewitt (seeking re-election).

Shareholders were invited to complete their poll cards to cast their votes for the election of directors.

### **AGM Resolutions - poll votes**

Alasdair Weaks acted as independent scrutineer and conducted his count during a short interval. Alan Seymour announced the following poll results:

The proposal to combine the directors' fees and expenses for the year ending 31 December 2019 for an overall total of £19,028 pa, which is shared between directors (**Resolution 5**), was approved on a poll vote (56 for v 1 against).

The election of Matthew Austin (**Resolution 6a**) and Liz Hewitt (**Resolution 6b**) as directors was approved on a poll vote. The voting result was Matthew Austin – 57 and Liz Hewitt - 52.

There being no further business, the Chair thanked everyone for attending the AGM and declared the meeting closed.

Alan Seymour  
**Chair**

FOR INFORMATION

## ADDENDUM TO AGM MINUTES – Q&A SESSION

- A shareholder enquired about the issuing of fobs to car park renters and that since Westminster had allowed the rental of the car park spaces if such rental might have an impact on the security of the estate.

It was confirmed that Westminster have not relaxed any rules regarding the rental of car park spaces and nor does SGF commercially let any car park spaces. Fobs are only issued to shareholders or with the shareholders permission. All issued fobs are recorded on an electronic locking system and are registered to individual shareholders.

- A shareholder asked what the combined value of the Reserves and SGF-owned properties totalled, and at what level the Reserves should be maintained.

At the end of 2018, the reserves level was £1.2m and the value of the SGF-owned properties was in the region of £2.2m, totalling circa £3.4m.

The ARUP Asset Management Review first carried out in 2009, and its later updated reviews, considered future major works and guided the level that the reserves were maintained at in anticipation for the potential cost of the Low Voltage Electrical Infrastructure Project (LVEIP). When reviewing SGF's progress against the proposed works, the reserves continue to remain at a good level and the cost of the LVEIP is expected to be circa £650,000, as opposed to the £1m originally proposed. A new Asset Management Review is being carried out in 2019. This will help to plan for major works and reconsider the appropriate level of reserves to maintain.

- The same shareholder also raised a point regarding what he considered was a change to the lease in altering the Fifth Schedule. Whilst he did not have an issue with the proposed changes, he advised that he had obtained counsel's opinion that this could not be altered.

David Fleming of William Heath & Co, the Company's solicitors, advised that SGF leases are not unusual in overall format and it is normal practice to update the rules and regulations that bind leaseholders, and that he has advised many other estates and buildings on the same matter. Furthermore, that SGF undertook the same exercise in 2011. Specifically, David Fleming advised that where the agreement (lease) allows the freeholder to amend the rules and regulations, it was reasonable to do so. William Heath & Co would be happy to look at Counsels opinion though. The shareholder reported that it was a verbal opinion.

- A shareholder asked if there was an opportunity for directors to claim additional expenses.

It was confirmed that additional expenses have not and will not be claimed by directors.

- A shareholder asked for clarification of security matters following the Christmas 2018 break-ins and whether the Board were able to provide up to date statistics on break-ins over the last 18 months.

The spike of break-ins over the Christmas period was indeed unfortunate and totalled 8. One break in was because of the occupant leaving their windows open when they were out for the evening; something they realised was entirely negligent. Security precautions are everyone's priority. The Board looked at its security measures and spoke to the Police who recommended improvements. SGF have made those improvements. As security is everyone's responsibility the Police gave some helpful tips that the Company shared with residents to ensure homes are protected. The Board will continue to keep security of the Estate under review.

- Several shareholders asked how the properties that were broken into were accessed and if the Police collected any forensic evidence.

All the properties that were broken into over the Christmas period were accessed via the balcony side, rather than via the front doors. A break-in to a ground floor flat in a Rise block that occurred in the new year was accessed via a window that had been left open. It is understood that the Police did attempt to gather forensic evidence, including fingerprints and footprints.

- A shareholder asked if the Board would consider implementing additional security over future Christmas periods.

The crime rate for SGF is very low for such a central location and the Police felt that the spike in break-ins were opportunistic over a quieter period of low activity and properties being unoccupied. The Police were also satisfied with the level of CCTV surveillance on the estate. One shareholder suggested that Winter Wonderland, attracting more people to the area at that time of year, may be linked to the spike. The Board agreed to review security precautions over future Christmas periods.

- A shareholder commented that where some hedge growth has been lessened, access to balconies by burglars could be possible.

Management will review the planting to the areas mentioned.

- A shareholder asked what the increased Security costs in 2019 relate to.

Following the break-ins over Christmas 2018, SGF met with the Safer Neighbourhood Police officers who offered help and advice on SGF's security measures. SGF has carried out of the recommendations made by the Police which includes the introduction of signage relating to the CCTV; removing the automated closing mechanism on the main pedestrian gate; and installing some sensor lights on motion detectors to darker areas of the estate.

- A shareholder asked how parking is now monitored since the change to the online parking booking system and asked that a note be included that the parking is monitored 24 hours as contractors' vehicles are frequently parked on the estate outside of the office opening hours.

The process for the monitoring of parking was not affected by the introduction of the online booking system and remains the same. The note regarding the monitoring of parking will be added to the parking booking form and the shareholder was advised to report any vehicles that they consider to be parked without consent to the Estate Office who will investigate.

- A shareholder posed the following question to the Board:

*"Mr Chairman*

*I have questions relating to fire safety at SGF. Recently there was a fire in Park Steps caused by an electrical fault. It was contained, the occupant safely exited the apartment and the fire brigade extinguished the fire.*

*For almost two years there have been questions, concerns and accusations from an SGF resident in regard to the implementation of fire regulations on our Estate. They purport to find our Board and our Manager in neglect of their duty.*

*These have covered a range of topics - alarms, sprinklers, ventilation, walkways and fire doors.*

*I would like to know what the cost has been to shareholders for the Board to respond to all these claims.*

*As reported in recent Board minutes both the London Fire Brigade (LFB) and Westminster City Council (WCC) have stated that SGF is fully compliant with all fire safety requirements.*

*Despite this, the complainant continues to infer SGF residents are in extreme danger and cites SGF as being like Grenfell Tower - which is both misleading and alarmist.*

*This ongoing campaign is presented as an endeavour to protect us from harm, but it has the underlying agenda of impugning the integrity of our elected Board and vilifying our Estate Manager with the sole intention of having him sacked.*

*Apart from the question about the costs. Does the Board fully support our Manager?*

*Is SGF compliant with all necessary fire safety regulations?*

*Are our building insurers satisfied that the Board and the Manager have acted with due diligence and in the interest of the safety of all shareholders and residents of SGF?"*

The chairman responded that the Company has complied with all the regulations it is required to and that it would not put residents in danger. If anything was found to be deficient, it would be put right as soon as practical.

When the London Fire Brigade highlighted areas of deficiency in smoke controls in the Steps Blocks that were removed in the 80s, it immediately went to work to correct these deficiencies. This work to the 3<sup>rd</sup> floors of the Steps Blocks has been completed and the works to the 2<sup>nd</sup> floors are to follow shortly.

The building insurers and the Company brokers have been advised of all material matters and the Chairman confirmed that the insurance is intact.

Following a complaint by a resident at the fifth floor of Hanover Steps about a breach of building control the Company tried through correspondence to demonstrate its compliance. WCC's Head of Building Control then came to visit the Estate after which he agreed that there were no building regulations that the Company had breached. This was also confirmed again this morning (of the AGM) and the Head of Building Control further confirmed that there was no open case and the matter was closed. This complaint centred on the removal of alleged fire doors at the fifth floor of Hanover Steps and Parks Steps.

The Board have 100% confidence in its Management team and specifically its Manager, Gareth Targett. The Chairman got the feeling that this confidence was shared amongst the meeting and opened that question up to the shareholders present to which the shareholders agreed that they had 100% confidence in the Board and its Management team.

In answer to the question of costs, the financial cost has been just over £6,000, but of course Management and the Boards time was significantly taken up too. These costs equate to £20.00 per shareholder and it was pointed out that these funds could have been spent on more worthwhile endeavours.

- A shareholder enquired about the presence of the London Fire Brigade (LFB) on the estate the night before the AGM.

A resident attending the AGM explained that they had smelt smoke and called the LFB to attend. The source of the smell was a serving tray that had been placed on top of a cooker hob that was still hot after use, causing the plastic to melt and smoulder. There was no fire. The resident advised that the LFB had now fitted a smoke detector inside the property and had returned to install an additional under-pillow vibrating alarm and light alarm as the resident is hard-of-hearing. This service is provided free of charge by the LFB.

- A shareholder asked if the office keeps a register of vulnerable residents who may require assistance.

The office does not keep a specific register but is very aware of the residents who will require assistance in the event of an emergency. Stephen Mayer explained that the Social & Community Committee had put a call out to residents for those would like to be recorded as requiring general assistance, and residents who would like to volunteer and that take up of both lists was minimal.

- A shareholder asked whether the recent fire in Park Steps, found to be as a result of faulty wiring to a hot water cylinder, related to the old water heater tanks or a newer water installation.

The fire was caused by faulty wiring to a newer installation; installed approximately 4 years ago. Shareholders were reminded of the requirement to have their hot water systems inspected annually as per the Fifth Schedule.

- A shareholder asked about the regulation restricting the painting of exterior brickwork.

This was an original rule contained in the Fifth Schedule, not a new one, and it relates to painting the brick elevations to the balcony.