

St George's Fields Limited

Minutes of the Annual General Meeting of St George's Fields Limited (the "Company") held on Wednesday 9th June 2021 at 7:00pm at The Estate Office, St George's Fields, London W22YE and shared via video conference

Present: A quorum of members made up of the Company Directors (Richard Harding, Kate Roskell, and Natasha Tsangarides).

The meeting was also viewed via video conference by several shareholders; Alasdair Weaks representing the Company's auditors, Simpson Wreford and Partners, David Fleming the Company's solicitors, Wm. Heath & Co and Gareth Targett, Head of SGF Services for the Management team.

Introduction

The Chair was taken by Richard Harding who opened the AGM by welcoming shareholders and:

- Explained that the format of the AGM was similar to last year but that the Company would hold live Q&As after the formal business;
- Thanked his fellow directors, and the Management team. In particular, he thanked Stephen Mayer who would be retiring by rotation. Stephen has served the Board and the SGF community for many years and will continue to take an active role in the rejuvenation projects and the social life of the community;
- Advised those attending via video conference of the physical attendance of 3 members of the company in order to ensure that the AGM was quorate;
- Introduced the Company's professional advisers David Fleming of Wm Heath & Co (solicitors to the company) and Alasdair Weaks who were both in attendance via video conference. Alasdair would also be acting as independent scrutineer;
- Thanked those who had submitted their votes via proxy ahead of the meeting;
- Highlighted a correction required to the 2020 minutes, specifically the sums attributed to the directors' fees. Although the percentage increase was approved in 2020, the sum had been misrepresented. He thanked a shareholder who had kindly pointed out this miscalculation not spotted by everyone.

The Chair advised that the usual AGM finance presentation had been made available ahead of the meeting this year and that shareholders had been invited to ask any questions ahead of the meeting.

Q&A's

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

AGM Resolutions – votes cast by proxy forms received ahead of the meeting and show of hands by those present at the meeting

- The minutes of the 2020 AGM (**Resolution 1**) were approved subject to the amendment to the monetary sum of Directors' Fees altered to £19,237;
- The Directors' Report and Financial Statements of the Company for the year ended 31 December 2020, together with the report of the Auditors (**Resolution 2**) were approved;
- The reappointment of Simpson Wreford and Partners as Auditors to the Company (**Resolution 3**) was approved;
- The proposal to authorise the directors to determine the remuneration of the Auditors (**Resolution 4**) was approved.

AGM Resolutions – votes cast by proxy forms received ahead of the meeting and poll vote by those present at the meeting

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. There would be a brief interval during which Alasdair Weaks, who would act as an independent scrutineer, would count and add those poll votes cast at the meeting to those that had been completed by proxy ahead of the meeting.

Directors' Fees

The Chairman proposed the resolution to increase the combined directors' fees and expenses for the year ending 31 December 2021 in line with CPI (0.8%) to £19,391, which is shared between directors. Shareholders present were invited to complete their poll cards for this in support or otherwise of this resolution.

Election of Directors

Richard Harding confirmed he was seeking re-election to the AGM.

The Chairman invited Orla Jackson attending via Video Conference who was seeking election to say a few words about herself during the meeting.

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

AGM Resolutions - poll votes

Alasdair Weaks acting as independent scrutineer conducted his count during a short interval. Richard Harding announced the following poll results together with the forms of proxy submitted earlier by shareholders:

The proposal to increase the combined directors' fees and expenses for the year ending 31 December 2021 in line with CPI (0.8%) to £19,391 pa, which is shared between directors (**Resolution 5**), was approved on a combination of poll vote by those present and proxy votes received ahead of the meeting.

The re-election of Richard Harding (**Resolution 6a**) and election of Orla Jackson (**Resolution 6b**) as directors was approved on a combination of poll vote by those present and proxy votes received ahead of the meeting.

The Chair thanked his fellow directors, past and present, the Management team and all staff for their work.

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



Richard Harding
Chairman

ADDENDUM TO AGM MINUTES – Q&A SESSION

1. **Why has the administrative expenses on the Ltd Company's accounts increased from £81,534 to £133,047 – can a breakdown be made available?**

The breakdown of admin expenses is on the Detailed Profit and Loss Account on page 15 of the accounts. The increase was predominantly as result of the costs for obtaining EWS1 certification for the buildings in relation to the fire safety of the buildings and the purchase of the Automatic Opening Ventilation smoke controls at 2nd floor level.

2. **Are the retained earnings of £234,896 in addition to the transfer of £285,458 to reserves from the Service Charge Account?**

This sum is the total of cash retained by the Ltd Company essentially the balance of the bank accounts at that date. The funds in the service charge reserves account are in addition to this sum.

3. **The company has just received an unknown legacy from a deceased shareholder. Please could the Board look at freezing the Service Charge (as has happened in the past) so that shareholders can individually benefit by a reprieve from ever upward raises?**

The sums received from the legacy have been reported in board minutes and are circa £500k. The Board review the service charges annually and the reserve fund quarterly – It is not a policy to freeze service charges but rather set them according to the plans and expenditure for forthcoming years.

4. **Now that SGF has four flats, surely one can be sold to relieve the pressure on shareholders to fund major expenses. Last year it was decided the high tax bill was a reason for not selling one of the original flats but we weren't told what the tax liability would be and how much the sale of one of the flats would bring into the accounts? What would the tax liability be on the most recent flat if it were sold first?**

The most recently acquired flat from the legacy would bear very little corporation tax. The tax figure could not be supplied as one does not know the liability until the end of the tax year.

The Board have taken the view of what to do with the flats and the legacy and sees no reason to dispose of any of its assets. It takes the view that the company and service charge are well funded and the income from the sale of a flat is not required.

5. **I would like to echo my thanks to Stephen Mayer. With Stephen stepping down, who will take on this role as the resident director helping with issues, locked out of flats, etc as many of the directors are non-resident? His help has made a huge difference and demonstrates a need for this.**

No one director is designated this role. There are x4 directors who are permanently resident at SGF and should access be required out of hours then this facility will continue.

6. **Given the pandemic has gone on again into this year and with the current uncertainty, I am still opposed to major works on tunnel redecoration. I am in favour of 'wayfinding' improvements. My concern is that the redecoration costs, despite the legacy, will spiral as the other buildings are included. What are you doing to ensure this does not happen? What is the plan if after the trial it is decided not to continue on to the other buildings?**

The price tendered is the price accepted. Costs will be contained within the sums tendered. If there is an issue with the trial, then the idea has always been to modify future works if it was required.

7. **Given what has happened with leaks to flats recently, can we have a clear explanation of the responsibilities of landlords and SGF's responsibilities regarding leaks into other flats and insurance obligations with clearly defined costs especially to those affected by the leaks?**

The Management team has provided in several newsletters the roles and responsibilities under the terms of the lease but a further reminder can be sent out again.

8. **What has or will be done to recognise the estate workers who continued to come to work for cleaning and rubbish duties to make sure SGF residents had no disruption to these services throughout the pandemic?**

All employees were rewarded for their hard work with the payment of a Christmas/end of year Bonus beyond what is usually paid.

9. **When is the skip area going to be rebuilt? It is currently an eyesore. There was also a further question in relation to these proposed works from another shareholder with the question when will the repeatedly promised work to renovate the refuse enclosure begin.**

It is scheduled as next priority after electric vehicles charging install, bike sheds and the North Rise external decorations.

10. **I would like the Board to re-consider the decision to 'privatise' the upkeep of the external waste pipes from the 2nd floor Step blocks.**

The lease defines the responsibility of maintenance for pipes and wires. It is unfortunate that some of the pipes in the tunnel exclusively serve the 2nd floor flats. There are several other instances of pipes that are outside the boundary of another person's demise though and not just restricted to 2nd floor properties and this approach keeps within the terms of the lease. Altering this would require a deed of variation to the leases.

11. **With reference to my last year's AGM question, and the extra £20,000 spent in 2020 on balcony repair, have water leaks increased significantly in the latest year up to presently and how many have there been?**

There has not been a significant increase in leaks from balconies. There are some re-occurring issues that have been troublesome to identify. Last year there were 6 identified issues and the causes have not all been the same issue.

12. **I note that last November's Board Minutes had plans to inspect external water pipes and that apparently some concrete specialists have identified cracks on the outside walls below leaking balconies which have been filled, so are there now any further plans to have a more proactive programme of inspection for cracks over the whole estate? And could the suggestion of "large trees in balcony troughs causing damage" be worth investigating?**

There is an ongoing plan to inspect these to see if there are any corroded sections. So far, they have not identified any issues over and above the issues already identified. Concrete repairs are cyclical. Every year where any repairs are required to the concrete elements they will be undertaken as part of the major works schedule. Should a leak occur to an apartment below a flower box that has mature large planting this will be considered as a possible cause in detecting any leaks.

13. **Is the circa £36,000 extra expense on "estate development and improvement costs" accounting for the garden works to the east of Archery Steps?**

The sums attributed to Estate Development and Improvement Costs are circa £31,000 that the company SGF Ltd contributed to the installation of the Automatic Opening Ventilation system at 2nd floor level. Circa £5,000 the improvement of 17 Park Steps the flat bequeathed to SGF by Janet Pavlic. No sums were expended in 2020 for the garden area East of Archery and these sums will appear in the 2021 statements.

14. **Is the repair, by sanding and re-varnishing, of the very-needy Archery Steps top-floor front-doors proving successful, and to be continued elsewhere?**

Other than on-going decorative repairs to front doors as and when required there is no program.

15. **Can we please improve security at the main entrance to the estate from Albion Street, as well as to individual buildings within the estate? The current level of security in St. George's Fields is weak. Anyone can gain relatively unhindered access to the estate from the main entrance, as well as access to any building within the estate. Purpose-built apartment buildings in London routinely have secure main entrances with entry-phone-cctv systems. A history of relatively low crime within this estate does not guarantee the future safety of residents.**

Can the earlier proposed construction of a building above the Albion Street entrance be re-evaluated? Why was this project, much discussed years ago, quietly abandoned? It could much improve the poor existing appearance of the estate entrance, contribute to improved security and generate income.

SGF does not have the one point of entry and improving CCTV and security to individual buildings is also made more difficult by the open nature of the majority of the buildings apart from a couple of floors. As well as the current entry phone system at the main gates, residents are able to view the CCTV images of the pedestrian gate via a dedicated channel on the communal TV system.

The consideration to developing the area over the gates has been considered for many years. Most recently it was fully considered by a committee of shareholders and residents. The benefits did not outweigh the incredibly high cost of the development with no obvious method of funding it and inconvenience to ingress and egress. Shareholders were made fully aware of this in minutes and newsletters at the time.

Even with a development which will 'close a gap' in the street scene there will still be a requirement to have the gates open and close.

16. **What decision has been made with regard to the proposed cladding of tunnel area ceilings which was widely rejected by shareholders as being frivolous and a waste of money?**

The tunnel areas are not having cladding applied and perhaps the reference is being made to some cloaking of the pipework. The details of the project have been circulated together with the costs in full consultation with leaseholders that the majority support.

17. **Does the Board agree that all areas of the estate should be equally well maintained, or is it acceptable for some prominent areas to remain in a condition of disrepair for years? This has been the case of the refuse area for more than five years - I can show you a history of correspondence to prove it - where three decrepit large planters in front of the dilapidated structure remain full of weeds as I write. The whole area could have been inexpensively maintained in good condition throughout this time. Why has it not been so?**

As said previously there are priorities, and this area was scheduled for improvement. Unfortunately, when there was a contractor scheduled to attend in March 2020 the country went into lockdown. Later the Board decided there were other priorities. To spend money on the area in terms of planting would have been a waste when there was a plan albeit delayed to improve it. Works will commence later this year.

18. **Could you tell me exactly who is accountable for the decision-making process which has elected to neglect the refuse area, as described above? Is it an individual staff-member or the board as a whole? When I addressed the matter to the chairman of the board, out of exasperation after years of inaction, I did not receive a reply from him. A reply came instead from the estate manager who told me that the board had asked him to reply. Maybe I'm wrong, but I thought the estate management staff were accountable to the board, which is why I addressed my concern to the board in the first place. Could you clarify this please?**

The Board oversee the estate manager and saw and approved the reply. Shareholder correspondence is considered at all Board meetings and the replies do come from Management.

Decisions of a day-to-day nature are delegated to the Management team. This leaves the Board to make strategic decisions. As already mentioned, the decision to swap priorities was made by the Board.

19. **In follow up to the earlier question on CCTV generally is it possible to review the entry phone system to apartments to include a CCTV feed to apartments.**

Please see earlier answer to question 15 and the Board will consider an improvement and provide an update in due course.