



Delamere Park Management Limited

Registered Office:
Delamere Park Residents' Club
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Telephone 01606 212523
Registered in England No. 1013623

Minutes of the DPML Trustee Meeting 27 September 2023

Present:

Lyndon Taylor (LT)
John Bickley (JB)
Oliver Jones (OJ)
Steve Parsons (SP)
Phil Hallman (PH)

Apologies:

None

1. Welcome new Trustees and elect Chairman

LT – Opened proceedings and gave an overview of the current Trustee position and the need to elect a Chairman.

The Trustees discussed the responsibilities and role of the Chairman of the Trustees and confirmation was provided that the Chair of Trustees has a casting vote, albeit never in their experience has this been used previously. The discussion confirmed that Trustee meetings should aim to be maximum 2 hours in duration.

Following the discussion, the Trustees all confirmed that they are content to elect LT as Chair of Trustees.

2. Process for managing minutes

OJ – Opened the discussion and confirmed that he is content to minute the proceedings from tonight.

Given recent public comments about Trustee meeting Minutes, the Trustees discussed and reminded all present of the process that has been followed in recent years and reviewed a typical example of a recent meeting's full Agenda (circulated in advance) and subsequent Minutes (covering details of items and actions over 3 pages long) sent out within a few days for approval. Trustees then respond promptly in order to formally approve the Minutes.

The Trustees agreed that in addition to the above the minutes from tonight will be circulated and available to all plot owners.

3. Declaration of Trustees including Trustee/DPML policies and Data Protection

LT – outlined a 'Declaration of acceptance of deed of Trust' for the Trustees to sign, a copy is available in annex A.

The Trustees discussed the rotation of Trustees and the model for the Trustees to retire on rotation.

The Trustees outlined the benefits of the rotation, the Trustees agreed a rotation by lot as follows;

SP – Rotation September 2024
PH – Rotation September 2025
LT – Rotation September 2026
JB – Rotation September 2027
OJ – Rotation September 2028

The Trustees agreed to sign the 'Declaration of acceptance of deed of Trust' (Annex A).

4. Trustee responsibilities/roles

The Trustees are required to confirm responsibilities for 23/24 and assign the most appropriate roles.

The following was discussed and agreed:

LT – to continue to be responsible for the Finances.

JB – to be responsible for the Gardeners but also support the office following the departure of the Office Manager.

SP – to be responsible for the land registry tasks, Health & Safety and the Pool Maintenance (with LT support)

OJ & PH – to be jointly responsible for the bar and community groups.

In addition to the daily overall responsibilities for the above, all Trustees as Directors of DPML carry legal responsibility for the conduct and governance of DPML's business including annual formal financial report for publication to Companies House.

The Trustees then discussed reception cover, additional support for staff and where the accountants can support. The Trustees acknowledged that this is an extremely busy time for DPML with plot fees due. JB and LT have offered to support during this period.

5. Squirrels/Set up working party for Lodge repurposing proposals (deadline 6th October as per OGM resolution).

LT – outlined the OGM and SGM motions and the imminent deadline for the working party.

The following main points were discussed/agreed:

- That motions are legally binding and Trustees must act on them.
- The legal advice received previously, resolutions and the motion requiring a special resolution to be required before any occupancy right can be offered was discussed.
- Confirmation that Squirrels can still be discussed at the working group and plot owners affiliated with Squirrels may attend representing plot owners.
- Potential ideas for the Lodge were tabled following feedback from plot owners but the Trustees acknowledged that the working party is free to recommend and consider any viable idea.
- The working party confirmed as 2x Trustees, 2x Community Group Representatives, 2x Plot owner representatives and an independent Chair.
- Potential mechanisms for plot owners to feed into the working party were discussed and it was agreed that the chair once appointed can determine appropriate routes for communication.
- Agreement that once the working party is set up, we as Trustees are to agree some general parameters and provide a sounding board for ideas.

The Trustees agreed that JB & OJ to be on the working group and create some communications to go out imminently to plot owners – **Action**

The Trustees agreed that they must not chair the working group and that a plot owner is more suitable.

6. New Printer/Scanner purchase for Clubhouse (current contract ends 15th October).

LT - gave an overview of the current printer/scanner contract.

The Trustees discussed the printer costs, cartridge costs and benefits of moving to a new deal.

It was agreed that LT can negotiate and agree a printer contract – **Action**

7. Staffing restructure.

LT – gave an overview of a proposal, drafted by SP and JB to move to an estate manager position.

In 2019 the Trustees took the decision to act as surrogate Estate Manager both to save money and bring much needed discipline and due process to the day to day running of the business. Over the last year in particular the Trustees have discussed the sustainability of themselves continuing to do so much of the work traditionally overseen by the Estate Manager. The level of voluntary input is not sustainable by individual Trustees nor should there be an expectation of future Trustees having to reliably and professionally commit to such a workload on a daily/ weekly basis.

The Trustees therefore discussed and agreed to return to what served the Park well for nearly 50 years, viz an Estate Manager who is responsible for:

- overseeing the day to day operations of DPML
- detailed activity and financial reporting to Trustees
- specific duties and tasks appropriate to the role
- a clear set of responsibilities and objectives for the year ahead
- a clearly defined relationship with the Trustees as a group

The Trustees would also return back to their historic role of:

- financial and legal governance of the limited company (DPML)
- oversight of the Estate Manager and their responsibilities
- overall macro management of current and future finances, eg loans, repayment options, PO subscriptions etc
- monitoring actual expenditure against agreed budgets and approving variance
- approval of contracts
- managing Plot Owner relationships through Byelaws, frameworks, General Meetings etc
- setting the strategic direction for development of Delamere Park assets

The Trustees then additionally discussed, the following main points;

- The estate manager's requirement to have strong administrative skills and organisation
- The requirement to have knowledge of maintenance and preferably pool management
- The essential and desirable skills required
- The potential training that could be offered to support in specific skills
- The need and process to delegate some of the Trustee responsibilities to this individual once appointed
- The potential for monthly reporting to support Trustee meetings in future
- That the role is affordable within current budgets

The Trustees took this opportunity to thank LT for his maintenance work and cost savings achieved.

The Trustees agreed an estate manager is a sensible approach.

JB & SP - to agree job description and advertise the role as soon as possible – **Action**

8. Roof retainer and other related issues

LT – gave an overview of an outstanding payment that is required for the roof of approx. £5000.

The Trustees then discussed a problem with the flat roof and the need for further moisture tests and potentially a survey to help determine the next steps.

SP - To draft a plan for moving forward and present back to Trustees - **Action**

9. Weekend Cleaner job advertisement approval.

JB – Opened discussions and outlined the issues currently with weekend cleaner cover.

The Trustees then discussed the potential of a contract cleaner and the pros and cons of this approach. The board discussed this proposal and confirmed that this was tried before but contract cleaning companies may not wish to cover weekend.

The Trustees acknowledged that this is a sensible approach and should be investigated further to determine viability.

JB - to explore the proposal and present findings - **Action**

10. Insurance 2023-2024

The Trustees agreed to proceed with the 2023/24 quote.

It was noted that signage is to be installed at the play area highlighting that use of the playpark is at your own risk.

LT/OJ to determine the required signage and order - **Action**

11. Security options (Overnight callouts/alarm response) plus Lodge and Gardener's compound.

LT – gave an overview of the current security arrangement and considerations for the lodge and gardeners compound.

The Trustees discussed and agreed that LT to investigate and return with a proposal - **Action**

12. Quotes for men's changing room refurbishment.

The Trustees discussed this refurbishment; however it was agreed to park this project for the immediate. This to be discussed further in October's Trustee meeting.

It was noted that the ladies changing room will also need refurbishment at some point in the near future once this has been completed.

At this point it was also discussed that the prospective estate manager will be responsible for the creation and dissemination of a 'refurbishment/investment' plan that can be shared with plot owners highlighting future plans.

JB – discussed the budget and is to confirm the available budget - **Action**

13. Table tennis table onto squash court.

LT – gave an overview that the table tennis table would be suitable to be in the squash courts and would ensure higher utilisation of the courts during the day.

It was discussed and confirmed that the table tennis table will be packed away when not in use. The Trustees agreed that this was a sensible approach.

14. Fish and Chips.

LT – gave an overview of a proposal from the bar to invite a fish and chip van to the carpark on a Tuesday approx. 6-7pm.

This was then discussed by the Trustees and agreed that this is a sensible approach to be piloted for a short time. The Trustees also agreed that on this occasion they approve the consumption in the bar and that in future instances this is a local decision that the bar management team can make.

JB - to speak to the office and bar and agree next steps – **Action**

15. Horses on Green.

LT – gave an overview of recent reports of horses on the green and footpaths.

It was agreed that the Trustees will continue to monitor.

16. Property change requests.

The Trustees discussed the property change requests and agreed appropriate decisions/actions. The report to follow imminently to plot owners.

17. Open tickets.

The Trustees discussed the open tickets be that maintenance, gardening or miscellaneous issues and have agreed necessary actions/steps.

18. Action list (brought forward from 8th August)

1. **LT** – Facebook page – PH/OJ to pick up this - **Action**
2. **JB** – Metrotile solar update – This was discussed by the Trustees, and SP/JP to discuss directly and bring back next meeting.

19. AOB –

The Trustees discussed how in Parish Council Meetings residents are afforded time (when agreed in advance) to talk for the first 15 minutes of a meeting and whether this approach would be suitable for Trustee meetings. On balance the Trustees agreed that regular drop in sessions would be more useful.

LT - Dates to be agreed and communicated out – **Action**

It was raised that the bar require support for an upcoming stock take. OJ / PH agreed - **Action**

The Trustees discussed the outdoor structure for the bar and the developments on this project. The Trustees agreed for PH/OJ to liaise with the bar manager to determine next steps/a proposal for a decision to be made - **Action**

The Trustees discussed the proposed bar entertainment community group and the steps necessary for them to become a community group. It was outlined that they will need to:

- Open membership to all residents
- Set up their own bank account/treasurer in line with the community framework
- Seek written approval from the bar manager for all events and additionally the Trustees for any investment in the bar (fixtures/fittings)
- Sign the Community group framework

This was discussed by the Trustees and the potential benefits for the bar and future refurbishment. The Trustees discussed and agreed for OJ/PH to consider this and work with the team directly, reverting back with updates -

Action

20. Date(s) of next meeting(s)

The date of 25th of October was agreed for the next meeting.

Annex A

Declaration of acceptance of deed of Trust

In accordance with Paragraph 2b of the Schedule of the Deed of Trust

I
Of

Declare that I accept the provisions of the Delamere Park Deed of Trust and will serve as a Trustee of said Trust. I will accept a single share in the "manager" (Delamere Park Management Limited) and hold that share as long as I remain a Trustee.

On ceasing to be a Trustee either through my resignation or removal I will relinquish my share either to another Trustee or to the company in accordance with the Deed of Trust

In accordance with paragraph 8 of the Schedule of the Deed of Trust the date of the OGM at which I will retire by rotation will be:

September _____

This of course assumes that an OGM will be held near the end of each Financial Year of DPML

I also agree to abide by all DPML policies and to hold any company information and/or communications (including private communications between directors) in confidence and not reveal the same to any third party.

Signed _____

Dated _____