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**Wellington Mills Housing Co-operative
General Meeting
Held on Thursday 20th April 2023 at 7:30pm at the Oasis Academy**

Present: Alistair Crosby (AC, MC Secretary, acting co-chair, minutes), Frances Murphy (FM, acting co-chair), Sheila Smith (SS, MC Assistant Secretary), plus 24 other residents.

In attendance: Anthony Ogbue (AO, Estate Manager), Lucy Sudbery (LS, Lambeth TMO Liaison Officer)

1. Apologies for Absence

Apologies were received from Charlotte Axelson (MC Chair), Kate Thompson (MC Treasurer) and Sarah Gomez (MC member).

2. Request to approve Peter Lane as a voting member of the MC

This was approved unanimously by a vote (Prop: SS, Sec: David Purse).

3. Request to approve the minutes of the General Meeting held on 20th October 2022

These were approved unanimously by a vote (Prop: Nick Flesher, Sec: Doug Wright).

There was a discussion of actions arising from this meeting.

- Re: action 1 (to escalate roof/windows major works request to Lambeth), a meeting has been planned for the following week (27th April) with Andy Marshall and other senior individuals, to which all residents are invited.
- Re: action 2 (audit of cladding watertightness problems), none have been reported.

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- Re: action 3 (publicity of cyclical maintenance schedule on the website), this has been done.
- Re: action 4 (find out who is charged for T Brown HIU callouts), LS confirmed that there is no individual charge for these callouts.
- Re: action 5 (seek clarifications on calculations of major works bills), LS said this effort was still ongoing with the Home Ownership team as the work is unexpectedly complex. LS will follow up at a finance meeting the following Monday. A question was asked about deadlines: LS replied that she was not aware of any legal deadlines but will check. Mark Jeffers asked whether the charging process for the electrical works was the same as for the heating works. LS promised to seek clarification.
- Re: action 6 (find out if meters will be added to HIUs), AO suggested this would be a topic of discussion at next week's meeting with Andy Marshall.
- Re: action 7 (improve audibility of future General Meetings), AC said that the room for this meeting was a considerable improvement on the main auditorium and would be used for all General Meetings going forward.
- Re: action 8 (draft a preliminary plan for improvement of the space between the car park barrier and Mead Row), AC apologised that no progress had been made, but that this item had not been forgotten and had been added to the updated Business Plan.

4. Report from the Chair of the Management Committee

FM gave this report in the absence of CA.

The MC felt that Wellington Mills had been completely let down by Lambeth, particularly regarding the last round of major works. Several examples were given:

- It took more than a year of pressure by the MC and Estate Office to get all flats on the estate on to the HIU annual maintenance schedule.
- Numerous HIU leaks and sudden losses of hot water have been reported.
- We still have not received a cost breakdown for the heating works, despite more than a year's worth of attempts to escalate.
- There has been a huge rise in tenants' heating charges.
- Invoices have still not been received for the electrical works.
- The much-needed major works to the roofs and windows still haven't happened, despite Section 20 notices being issued nearly eight years ago. Leaseholders are no longer able to get permission to upgrade windows themselves, yet there is no clarity from Lambeth as to when these works will start.

However, there has also been some good news. The meeting next week with Andy Marshall and other senior managers from Lambeth should be an opportunity to seek clarity on charges for the last round of major works, and timings for the next round. Residents are urged to submit specific questions

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beforehand to ensure that Andy arrives with all the relevant information. The prospect of the estate being listed will help secure the estate's long-term future if it goes ahead. There has also been good progress with the rejuvenation of the large playground site, with £20K of works in progress to make it a greener and more pleasant place for all residents.

A question was asked about whether residents who have already replaced their windows will be liable for future charges for block window replacements, and whether such charges are even legal. AO reported that Andy Marshall had said such charges were legal, but that he would forward this question again to be discussed at the meeting next week. Another resident commented that just because something is legal doesn't make it right, and Lambeth always had the option to waive unfair charges. Mark Jeffers commented that Denise St John from Lambeth had previously said that residents could avoid window replacement charges if they had replaced their own windows and had all the correct paperwork. LS said this agreement in principle needed to be explored. AO said this question will be added to the list for next week's meeting.

There was a comment from one resident that her window frames had become rotten, so she had applied for a non-emergency repair, and her windows had been replaced 1 year later at no cost. Another resident had worse experiences with rotten window frames and expressed the view that the amounts residents had been charged over the past few years (more than £17K in some cases) was too high.

Doug Wright said that the context is the poor maintenance of the estate fabric over many years. Another resident said that poor thermal insulation was increasing the cost of living unnecessarily and that we shouldn't have to live like this. There was a comment that something needs to be done now: either major works go ahead, or they are shelved permanently, and residents / the co-operative are empowered to do the works themselves. Mark Jeffers said that once any new Section 20 process is started, Lambeth won't consider new applications for window replacement. AO said that his recent meeting with Andy Marshall was positive, and that Lambeth had funds available to start the works this year.

5. Report from the Estate Manager

AO said that the co-operatives finances were healthy, with strong reserve funds. Lambeth pay allowances regularly, and £235K is due in 2024. In February, we were audited by Lambeth: the audit looked at all aspects of estate management and governance. The report was very positive, with only a few small recommendations that we are in the process of addressing. Going forward, his priorities are major works, and general improvement of the estate fabric. There will be more effort on cyclic maintenance to make everything look less shabby. AO said he enjoyed meeting residents and that he was glad we were planning more social activities now that the pandemic is behind us. AO said that he had now been in post for six months and had got the hang of how things work here. His big concerns are tenant rent increases and the general cost of living crisis. He reminded residents that Lambeth can provide financial assistance.

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There was an expression of thanks from Philomena Creffied, noting that it is hard supporting distressed people. She was happy with the focus on maintenance and noted that there was good evidence that general shabbiness of the fabric of an estate correlates with anti-social behaviour.

6. Request to approve changes to the Constitution and Standing Orders

The proposed alterations are listed in Appendix A to these minutes.

AC provided some context as to why these changes were required. Firstly, some sections of the Constitution and Standing Orders, particularly those detailing the election of MC officers and rotating terms of office, were simply out of date and no longer reflected how the Committee had worked for many years. The Constitution and Standing Orders are living documents, and it is good practice to revise them periodically. Secondly, it was clear that joining the MC was no longer an attractive option for many residents, and that a pragmatic choice had to be made to reduce the minimum Committee size and quorum to ensure the MC could continue to execute its duties. Thirdly, AC noted that general meeting attendance is also gradually falling, and that there should be more flexibility to seek alternative mechanisms for gaining the consent of the co-operative (e.g., online meetings and postal ballots).

The motion was approved unanimously by a vote (Prop: SS, Sec: Doug Wright)

7. Update to the Estate Business Plan

AC talked through the plan that had been circulated with the meeting agenda. He explained that the vision, mission, core values and strategic priorities had not changed since the plan was endorsed by the General Meeting in September 2019, but that the list of projects needed an update (for example, because some projects had been completed, some were found on further inspection to be undesirable, and some new ideas had gained traction with residents and the MC). Key additions were a larger effort to document the Estate's history in time for the 50th anniversary of its first residents in December 2025, seeking local listing of the estate, and installation of solar panels on roof areas. Key removals were conversion of the disused drying rooms (due to the high cost and lack of heating and use cases), compiling a list of recommended tradespeople (liability issues), and a dedicated community space (benefits better addressed through other initiatives). Key changes to projects not added or removed are installation of electric chargers in proposed new open garage parking bays, and enhancement of the paved area between the car park barrier and Mead Row.

There was a question that listing of the estate would make improvements to windows more difficult. FM replied that there are already restrictions on the colour of frames. It will be a question for next week's meeting with Andy Marshall whether listing would preclude installation of UPVC frames. A

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resident asked who makes the application. FM replied that Lambeth do. We are surrounded by conservation areas and Lambeth have been considering this for the last six months. A resident commented that it is important to understand the costs of listing in terms of future planning applications and service charges (**ACTION 1**).

There was a comment about recent roof leaks (10 households had been affected), and that action to repair the roof was required urgently. AO said that Andy Marshall had reassured him that Lambeth are committed to surveying the roof areas soon to understand repair needs exactly. The Oakey Lane roof is in particularly bad shape. Mark Jeffers asked if all roofs were the same. FM replied that some have felt, and some do not. Doug Wright stated that the previous proposal was for felt roofs rather than asphalt, which is not as good.

The alterations to the project list were put to a (non-binding) vote for endorsement. The motion (prop: FM, sec: Nick Flesher) was approved unanimously.

8. Estate Social Events

FM explained that the social sub-group had been reinstated post-pandemic and was looking for volunteers. The MC was trying to encourage residents to make more use of the rejuvenated large playground site. There will be a summer social event: ideas are welcome for timing and location, with the aim to attract all ages across the estate. FM noted that the recent Marie Curie tea party had raised £126, which was better than expected for the Easter weekend when many residents were away.

9. AOB

Nicolette Bagnall asked a question about the loss of lighting at the back of Holst Court since the start of the week and why it hadn't been classed as an emergency since the path was now unsafe after dark. She felt that the office needs to give more feedback on occasions like this. AO said that this was a genuine error by Lambeth and that the problem would be fixed shortly.

A resident asked about a recent letter from Lambeth discussing playground maintenance charges being passed to leaseholders. FM explained we already get a playground maintenance allowance from Lambeth. Doug Wright asked if clarity could be sought (**ACTION 2**).

A resident commented that the toys in the small playground are dirty and unsafe, and that moss has grown on the soft flooring. Action to remove the moss and purchase new toys (**ACTION 3**).

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A resident commented that Lambeth had awarded a long-term estate maintenance agreement to T Brown and asked who had oversight and what are the costs. AO commented that we are already trying to seek answers to this question and have approached Lambeth officers. There are however issues with commercial confidentiality as the contract is with Lambeth, not Wellington Mills. The resident worried that it was a licence to print money at the expense of leaseholders. Philomena Creffied commented that there must be a named contract manager who holds contractors to account and that we deserve substantive answers. LS asked her to bring this up at next Thursday's meeting with Andy Marshall. There was a further comment that T Brown are not adhering to contractual obligations. This resident had needed their HIU to be replaced after just three years at a cost of more than £1000. There were many problems with leaks and faulty sensors.

There was a question about feedback from next Thursday's meeting with Andy Marshall. AO said that Andy will provide written answers to questions submitted in advance and that the meeting will also be minuted.

AC made an appeal for new MC members in this July's elections noting that current committee numbers were low (notwithstanding today's approval of new rules on minimum committee size). AO added that the recent audit had reported that sub-committees were not robust and that residents should consider joining them.

Meeting finished at 8:45pm

Action list

Action	Details	Owner
1	Clarify benefits and costs of estate listing	AO/LS
2	Clarify playground maintenance charges	AO
3	Clean small playground and purchase new toys	AO

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Appendix A: Changes to the Constitution and Standing Orders

A1: Changes to the Constitution

- **Current clause 8.2:** If no quorum is present within 15 minutes of the time appointed for the meeting, the meeting shall stand adjourned. It shall be reconvened on the same day in the next week at the same time and place, or such other time and place as shall be agreed at the meeting and notified to the members.
 - **PROPOSAL:** *“If no quorum is present within 15 minutes of the time appointed for the meeting, the meeting shall either stand adjourned or shall continue without any votes being taken.”*
- **PROPOSAL: Add new 7.1.1:** *“General meetings may be held in person or online”*
- **PROPOSAL: Add new 8.8.1:** *“At the discretion of the Chair and Secretary of the Management Committee, a Resolution may also be put to the vote by means of a postal ballot.”*
- **PROPOSAL: Update 14.1:** *“The Committee shall meet at least ten times a year. Meetings shall be conducted in accordance with the procedure laid down by the Cooperative in General Meeting and may be attended in person or online.”*
- **Current clause 9.2:** These [four] officers together with a minimum of four and a maximum of eleven ordinary Committee members shall form a Committee of Management.
 - **PROPOSAL:** *“These [four] officers together with a minimum of three and a maximum of eleven ordinary Committee members shall form a Committee of Management.”*
- **Current clause 10.3:** Members of the Committee hold office from the date of the next Committee meeting following the declaration of their election [at the AGM].
 - **PROPOSAL: Addition of** *“but may meet beforehand to elect Officers and agree other necessary business.”*
- **Current clause 10.9:** If within the limited time fewer than 12 nominations have been left at the Registered Office the persons nominated shall be declared duly elected without holding elections but may not form a Management Committee or elect officers until after a General Meeting at which additional members up to the maximum of 15 shall be elected by the General Meeting.
 - **PROPOSAL:** *“If within the limited time fewer nominations have been left at the Registered Office than are necessary to form a Committee of seven persons, nominations shall be re-opened for a fixed period in accordance with the procedure laid down by the Co-operative in General Meeting. If, after this extended time, sufficient nominations have still not been*

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received, those persons nominated shall be declared duly elected without holding elections but may not form a Management Committee or elect officers until after a General Meeting, at which additional members up to the maximum Committee size may be elected directly. If the General Meeting fails to elect sufficient additional members, then the nominations shall be opened again, indefinitely, until the minimum number of nominations have been received or the matter has been resolved by a further General Meeting.”

- **Current clause 11.1:** The officers of the Committee, that is, the Chairperson, Secretary, Assistant Secretary and Treasurer, shall be elected from among the newly elected members of the Committee at an election held not more than 14 days after that at which the new Committee members are elected.
 - **PROPOSAL:** *“The officers of the Committee, that is, the Chairperson, Secretary, Assistant Secretary and Treasurer, shall be elected either by a secret ballot overseen by the current Secretary, or by a simple a show of hands, at a meeting of the incoming members of the Committee before the next General Meeting. In the event of a tie, the incoming members of the committee may choose either to vote again, or to table the matter at the next General Meeting.”*
- **Current clause 11.2:** Nominations for officers of the Committee shall be in writing, stating the full name and address of the member nominated, be signed by the member making the nomination and contain a signed statement by the member nominated expressing their willingness to stand. Nominations shall be left at the Registered Office not less than 4 days before the date appointed for the election.
 - **PROPOSAL:** Delete
- **Current clause 11.3:** If within the limited time only 1 nomination for any officer of the Committee has been left at the Registered Office, the person nominated shall be declared duly elected without holding an election for that office.
 - **PROPOSAL:** Delete
- **Current clause 11.4:** If there is more than one nomination for any post as officer, then the Committee members shall elect the officer by secret ballot from among the nominations.
 - **PROPOSAL:** Delete
- **Current clause 12.3:** If the number of elected Committee Members falls below eight and if the Co-operative in General Meeting so determine a co-opted member of the Committee shall be made a voting member, except that no more than five such determinations shall be made between one election and the next.
 - **PROPOSAL:** *“If the number of voting Committee Members falls below seven, any non-voting co-opted members shall immediately be made voting members, with the limit that no more than five such determinations shall be made between one election and the next.”*

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- **Current clause 14.4:** Six members of the Committee shall constitute a quorum unless a General Meeting sets a higher quorum. For the avoidance of doubt, a meeting that is declared quorate shall be deemed to remain quorate for its entirety.
 - **PROPOSAL:** *“Half the Committee members (rounded up to the nearest whole number), or five members of the Committee, whichever is greater, shall constitute a quorum...”*
- **Current clause 14.5:** Even if there are vacancies on the Committee the remaining members of the Committee shall continue to act. If their number falls below 6, they may act only to convene a General Meeting.
 - **PROPOSAL:** *“If the number of voting members of the Committee falls below five, the Committee may act only to convene a General Meeting.”*
- **Current clause 19.7:** Every year not later than the date required by the Registrar, the Secretary shall send the Registrar of Friendly Societies in the form prescribed the annual return relating to the Co-operative's affairs for the period required by the Act together with a copy of the complete Financial Statements.
 - **PROPOSAL:** *“Every year not later than the date required by the Registrar, the Secretary, or the Secretary's delegate (for example the Estate Manager), shall send the Registrar of Friendly Societies in the form prescribed the annual return relating to the Co-operative's affairs for the period required by the Act together with a copy of the complete Financial Statements.”*
- **Current clause 22.2:** The Co-operative shall have a seal kept in the custody of the Secretary and used only by the authority of the Co-operative. Sealing shall be attested by the signatures of the Secretary and two members of the Committee.
 - **PROPOSAL:** *“The Co-operative shall have a seal kept securely in the Registered Office and used only by the authority of the Co-operative. Sealing shall be attested by the signatures of the Secretary and two members of the Committee.”*

A2: Revised Standing Order No. 1 (Elections)

The new text is as follows.

Rule 10.2 of the Constitution states that ‘elections will be held in accordance with the procedure laid down in General Meeting’. The following is the procedure which must conform in general to the Rules governing elections (Rule 10) but is varied to permit rotating terms of office by this Standing Order.

Aim

The aim of the procedure is to ensure that elections are conducted in a well-regulated, fair and transparent manner.

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Scope

The procedure describes how elections for the members and officers of the Management Committee are to take place. Variations to these procedures may only be made by the General Meeting. The Chair and Secretary of the Committee may make minor alterations, for example by a few days to the timescales.

Responsibilities

The Secretary (or in his/her absence, the Assistant Secretary) is responsible for the conduct of elections and for maintaining the records of committee membership and terms of office, with the support of the Estate Manager. The Officers referred to in this Standing Order are those holding office at the time of that stage in the procedure.

Terms of Office of Members of the Management Committee

The term of office of each member of the Management Committee is three years after which they must seek re-election (rule 9.4). Members may serve a total of three continuous terms of three years if elected, after which a year must elapse before they are eligible for any further terms of office (rule 10.5).

Officers are elected annually by the newly elected and continuing members of the Committee (see paragraphs 18-32).

Nomination Procedure

The nomination procedure laid down in the Constitution (rules 10.6-10-9). The total number of elected members of the Committee must be between seven and fifteen. (rule 10.9).

Procedure for the Election of Members of the Management Committee

1. The Secretary circulates a nomination paper to each member household between the 30th June and 15th July stating the number of vacancies. Any member may request an additional nomination paper.
2. The nomination paper should be accompanied by a statement describing the responsibilities, term of office and time-commitment of Committee members.
3. The nomination paper asks members to nominate a member as a member of the Management Committee on a form. The form is designed so that both the member nominating and the member nominated must give their names and addresses (as registered in the Share Register). The member nominated must sign and date a statement provided on the form expressing his/her willingness to stand.
4. Only one member of the Co-operative from each household shall be eligible to serve as a voting member of the Committee at any one time.

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5. Completed nomination papers must be left at the Office by the date specified on the nomination paper. The date should allow a minimum of 7 working days between issue (see 1) and return.
6. If there are fewer nominations than the maximum number of vacancies, those members are declared elected. The Secretary posts a notice giving their names and addresses and terms of office within two weeks.
7. If the size of the incoming Committee (i.e., continuing members plus nominations) is less than the minimum size specified by the Constitution, nominations shall be re-opened for a period of at least one week. If, within this extended time, insufficient nominations have still not been received, those persons nominated shall be declared duly elected without holding elections but may not form a Management Committee or elect officers until after a General Meeting at which additional members up to the maximum Committee size may be elected directly. These members may be proposed in advance by the outgoing Committee or may make themselves known in the meeting. If the meeting fails to elect the minimum number of additional members, then the nominations shall be opened again, indefinitely, until the minimum number of nominations have been received or the matter has been resolved at a subsequent General Meeting.
8. If there are more nominations than the total number of all vacancies, an election by secret ballot must be held. The results of this ballot must be known by the date of the Annual General Meeting (or Special General Meeting called for this purpose).
9. The Secretary arranges the circulation of ballot papers to each member (not household) utilising the copy share register by address to ensure that delivery is correct. The ballot paper lists the names of all the candidates in alphabetical order with boxes to cross. The ballot paper is sealed with the Co-operative Seal and may be randomly numbered to prevent fraud. Any instructions are printed on a separate sheet.
10. Each member is entitled to one vote for each vacancy and may not give more than one vote to any candidate. The member voting need not sign the ballot paper. The date for return must be at least 4 working days before the next General Meeting. It should allow a minimum of 7 working days between issue and return.
11. The Secretary arranges the count which must take place in the Office in the presence of an Officer, and of two ordinary members who have not been nominated. They will conduct the count. The Officer will maintain the record of votes cast for each candidate and will decide if a recount is required.

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12. Spoiled papers are not counted and must be set aside. Papers are spoiled if they have anything written on them other than the required cross or are torn or soiled. The decision of the Officer present on whether the paper is spoiled is final.
13. All three members present must sign a statement giving the results of the ballot including the votes cast for each nominee and the number of spoiled papers. The ballot papers including spoiled papers must be retained for two months (or longer in the event of a dispute).
14. Within 2 working days, the Secretary posts a notice on the board giving the number of vacancies, a numbered list of the candidates and their vote, in descending order of the number of votes cast.
15. If there is a tie for the final place, those involved should draw lots for the available place in the presence of the Secretary and one other member of the outgoing Committee.
16. The result of the elections (the names of the Management Committee) are declared (read out) at the Annual General Meeting.
17. The new committee formally takes office at the first meeting of the Management Committee after the Annual General meeting but shall meet beforehand to elect officers and agree on the items to be tabled at the Annual General Meeting and conduct any other necessary business.
18. The Secretary posts a notice on the board of all the members of the Management Committee in alphabetical order of their names. The titles of Officers are added to this list when known and a copy is sent to the London Borough of Lambeth.

Procedure for the Election of Officers

19. Officers are elected either by a show of hands, or by a secret ballot overseen by the current Secretary, at a meeting of members of the incoming Committee, which must take place before the next General Meeting. If this meeting is held jointly with the outgoing Committee, for example as a handover meeting after the summer break, then only members of the incoming Committee may take part in the election.
20. In the event of a tie, the incoming members of the committee may choose to either vote again, or table the matter at the next General Meeting.
21. The Secretary will update the notice listing the members of the Committee with the election of Officers and the names of Officers will be declared at the next General Meeting.

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Procedure for the Election of a Secretary mid-Term

22. Rule 16.2 provides that 'If the Secretary resigns or dies or become permanently unable to perform his/her duties the Assistant Secretary shall assume the position of Secretary until the next election. This procedure allows for the election of a new Secretary before the next election of Committee members.

23. If the Assistant Secretary is unable or unwilling to serve until a Secretary is elected at the next elections (paragraph 18), the Management Committee will recommend that the General Meeting appoints one of the Committee to serve as Secretary until the next elections.

24. If there is no volunteer among the Committee members, the General Meeting will instruct the Assistant Secretary to seek nominations from members of the Co-operative and hold an election by secret ballot for the office of Secretary as soon as practicable. If only a single nomination is received, no ballot need be held.

25. The Assistant Secretary will continue to act as Secretary until the appointment of a Secretary is confirmed.