

## **Webber and Quentin Limited**

### **Annual Report 2017-18**

#### **AGM 12th September 2018**

**This report covers the period April 1<sup>st</sup> 2017 to 31<sup>st</sup> March 2018.**

**Reference is made in a separate section to our current position at September 2018 as an update since the last AGM.**

#### **1<sup>st</sup> April 2017-31<sup>st</sup> March 2018**

Between April 1<sup>st</sup> and early September 2017, the Board members met on a monthly basis. Meetings were quorate with a minimum of 5 Board members attending.

The finance subcommittee met monthly in between Board meetings and a link to the minutes was sent to all Board members and all minutes saved on the Board accessible shared Google drive.

Minutes of all meetings were also sent to the Council monitoring officer.

Jill met with Eva Gomez, Head of Southwark Council TMI team, to review the delay over the TMO office build location and costs. No solution to the cost of removing asbestos from the basement of Quentin main block was found. Cost of removing Asbestos in the basement from a disused laundry and drying room was estimated at £141,000 on top of the £170,000 build estimate for the office itself. As the ballot promised an estate based office, the Board will keep asking for a solution to be found by the council.

Jill met with the Virgin cable rep to discuss the costing and moving of underground cables around 9-36 Quentin Block if the money to build the TMO office could be found. They estimated a further £36,000 to dig a new trench and move the cables across.

Meanwhile a lease for renting temporary TMO office space at the Lambeth Council owned Living Space office on Waterloo Road was agreed to be paid by Southwark Council TMI team for 1 year from 14<sup>th</sup> August 2017 to 13<sup>th</sup> Aug 2018. Cost is approx. £9,500 per year.

In August 2018 we took over an empty upstairs office apart from some basic furniture donated by Bankside Open Spaces Trust, and used our Southwark Council grant to buy and get software installed and set up for new computer and printing equipment, stationery/install a phone line, Sign up for external employment advice, Health and Safety, Payroll and Pension services to support our role as an employer ready for our new TMO manager to start in December 2018.

The TMO new website was developed. **[www.webberandquentintmo.org](http://www.webberandquentintmo.org)**

The Finance subcommittee met in April 2017 and worked on the draft Accounts for 2015-2017 ready for our Auditor to check all spend since the company was created in October 2015.

All grants received were checked against grant agreements and all spend verified. All funders signed off their satisfaction of the grants spent.

The Annual Accounts preparation and Audit check was carried out in May 2017 and the draft figure accounts were presented to the Board at their June 2017 meeting by the auditor, Ray William of

Appleby Wood. The auditor raised no issues with the financial records, saying they were in good order .

The AGM in September 2017 approved and signed off both the accounts and the annual report for this period of Oct 2015- March 2017.

The Board agreed a job description and advertised for our new Manager for 3 weeks from 6th September 2017 on JobsGoPublic. 31 applied. 7 were shortlisted. Interviews were held on 10<sup>th</sup> October 2017, with Susy Lloyd, our Lead Advisor, 3 Board members, myself, Orenda and Angela, and our observer, Alex Heslop, our Council TMI Team link officer. A second interview session for one candidate was held on 13<sup>th</sup> October. Jill and Susy Lloyd conducted the interview and Alex Heslop was the council observer. A Southwark Council rep also read all the applications and ran competency testing on the same day as the interviews. The start date of 18<sup>th</sup> December 2017 was agreed to give 3.5 months induction and for the new Manager to employ the cleaning and book keeper roles and set up all the financial systems and contractors, before we went live on 2<sup>nd</sup> April 2018.

As the manager started, help was given by the TMO Chair with Line management and by other Board members where they could to assist in the setting up process with purchases, IT ordering, Petty cash, finances, pension schemes and keeping residents informed by door to door newsletter delivery.

- **Our TMO Office**

We started discussing the permanent office location again in May 2018 as no progress had been made. Planning Permission for the office was granted in February 2017 for the site of the current vegetable garden on the corner of Barons Place and Webber Street. The Council must now check the costs to remove underground asbestos on this site before giving any permission to start construction. Any alternative options will also need to be discussed and a report on the council's reconsidered options is due to be circulated and discussed by the Board in Autumn 2018.

The important priority has been to keep to the Ballot timetable we voted for and to get our new Manager in post to enable us to start as residents expected.

- **Electing residents onto our Board**

This is our 3<sup>rd</sup> AGM and the first one since we went live as a TMO in April 2018.

At our 2<sup>nd</sup> AGM last year in September 2017, 2 Board members stood for re-election as per our rules and one stood down. 1 new Board member was co-opted.

This is according to Rule D12.1 and D12.2 in our rules which state:-

**D12.1**

At every annual general meeting not less than one third of the Board members shall retire from office.

**D12.2**

Board members forming the retiring third shall be those who have been longest in office since they were last elected or re-elected to the Board. If the choice is between people who became Board members on the same day those to retire shall be chosen by lot if not agreed.

The other 9 were nominated by TMO members as per our rule D16 to continue in post until they were next due for re-election.

#### **D16**

In addition a candidate who is not retiring as a Board member must be nominated in writing by another shareholder.

- **Obligations of every W&Q TMO Board member**

**D5** - The Board shall in its annual report set out the obligations of every Board member to the Board and to the Society. The Board shall review and may amend the obligations of Board members from time to time.

**D5.1** – No Board member may act as such until they have signed and delivered to the Board a statement, confirming that they will meet their obligations to the Board and to the Society. The Board may vary the form of statement from time to time.

**D5.2** - Any Board member who has not signed such statement without good cause within one month of being elected shall be asked to step down.

### **1. ROLE OF A BOARD MEMBER**

Webber & Quentin Board is responsible for controlling the organisation's management and administration. They are responsible for ensuring that income and allowances are used for the purposes set out in the organisation's governing document (constitution) and for no other purpose. Board members have a responsibility to act reasonably and prudently and in the best interests of the organisation in all matters relating to Webber & Quentin.

Above all, Board members need to work together as a team to ensure their organisation is run effectively and efficiently. As a body, the Board should contain people who collectively have the skills and confidence that will enable the organisation to confront and challenge any issues affecting it. This means that the board should work to avoid situations where knowledge or an excessive degree of influence is held in the hands of a select few.

### **2. CONFLICT OF INTEREST**

All Board members must act, and be seen to act, in the best interest of Webber & Quentin TMO and not for their own private interest or gain. There may be situations where board/committee members' own interests and the interest of the organisation arise simultaneously or appear to clash.

Examples of conflicts of interest might be where a family member works for an organisation that has bid to deliver a service for Webber & Quentin TMO.

The issue is not the integrity of the Board member concerned, but the TMO's management of any potential overlap or conflict of interests. Any potential conflicts of interest should be declared at the start of a meeting. It will often be enough for a trustee to withdraw from discussions and decisions, which closely involve their interests, or simply to declare interests that are more general or indirect so that everyone is clearly aware of them.

Webber & Quentin has arrangements in place for dealing with potential conflicts of interest and will ensure that new Board members are aware of these arrangements. An open approach to potential conflicts of interest, which includes recognising, acknowledging and managing the issue in a transparent and efficient manner, can help to meet good practice guidelines and protect the reputation of the TMO.

### **3. ENSURING GOOD MANAGEMENT**

Board members are responsible for controlling the TMO's management and administration, they are responsible for ensuring that income is used for the purpose set out in the Management Agreement with Southwark council and the TMO's business plan and its governing document (constitution) and for no other purpose. Board members have a responsibility to act reasonably and prudently in all matters relating to the organisation, and have a responsibility to act in the best interest of the organisation.

In order to avoid the most common difficulties that can arise in a TMO, Board Members should:

- Appreciate their responsibilities for the organisation and its resources
- Make themselves familiar with the TMO's constitution and the Management Agreement so that they are clear what it does and does not have the powers to do
- Spot any circumstances in which they need to get advice, for example on legal or financial issues
- Not leave an individual Board member or staff member, or a small group, to run matters without sufficient accountability or control.
- Never allow personal affairs and resources to become entangled with those of the organisation, or otherwise fail to spot and manage potential conflicts of interest
- Manage the organisation in the interest of the organisation as a whole, not in their own, or those of a narrow interest group.

Webber & Quentin TMO is registered as a Mutual Society under the Cooperative Act 2014. Mutual Societies are regulated by the Financial Service Authority. The rules provide, amongst other things, that:

- There shall be a Board of between 7 and 12 members
- The Board shall manage the business of the Association.
- The Board should meet not less than six times in each calendar year and may hold such additional meetings as needed.
- The Board may employ persons on such terms as it may determine.

As such, therefore, the Board is the Governing Body Webber & Quentin TMO. It is important to ensure that each Board member fully understands the role and responsibilities of the Board as well as their specific responsibilities as individual members. For the purposes of this paper, governance is defined as the process by which the Board seeks to ensure that Webber & Quentin TMO is effectively and properly run.

#### **4. JOB DESCRIPTION FOR BOARD MEMBERS**

Job description - the roles, responsibilities and tasks which board members are expected to carry out.

A Board Member will be expected to perform a number of tasks. These fall into two main groups: tasks to fulfil legal duties and managerial tasks

##### Tasks to fulfil legal duties

1. To ensure that the organisation pursues its objects as set out in the constitution.
2. To have read and understood the constitution.
3. To act at all times in the interests of the members.
4. To understand the legal responsibilities of the board.
5. To make sure that the organisation acts within the law: as an employer, in respect of equal opportunities, meeting health and safety requirements, as a company and so on.
6. To ensure that all money and assets are prudently managed and used in pursuit of the objects of the organisation.
7. To make sure that money is spent for the purposes for which it was given.
8. To ensure that the organisation accounts for its activities to its funders, its members, the local community and others as required.
9. To work jointly with the other Board members.
10. To ensure that the organisation manages its affairs reasonably and properly.
11. To work in the interests of the organisation, and not for personal gain.
12. To ensure that the Board takes proper professional advice on matters in which it does not have competence.

## Managerial tasks

### Vision and direction

1. To understand and be committed to the mission of Webber & Quentin TMO. To ensure that the organisation pursues its mission.

### Financial duties

2. To read and understand the financial information about Webber & Quentin TMO and to ensure the finances are sound and properly managed.
3. To ensure that resources are used efficiently and economically.

### As an employer

4. To ensure that the organisation is a good employer of its paid and voluntary staff.
5. To appoint the TMO Manager, and usually to be involved with the appointment of other staff.
6. To supervise and support the TMO Manager (the Chairperson normally takes on this role) and ensure other staff and volunteers are properly supervised.

### Evaluation

7. To monitor and evaluate the work of the organisation on a regular basis. This includes receiving reports from staff and receiving feedback from members.

### Insurance

8. To make sure that Webber & Quentin TMO is properly insured against all reasonable liabilities.

### Assets

9. To make sure that any premises and equipment are properly looked after.
10. To ensure that any investments and cash balances are managed properly.

### To be effective

11. To work with the other members of the board to form an effective governing body for the organisation.
12. To attend meetings and to read papers in advance of meetings.
13. To attend sub-committee meetings as appropriate.
14. To participate in other tasks as arise from time to time, such as: interviewing new staff, helping with appeals and fundraising.
15. To keep informed about the activities of the organisation and wider issues, which affect its work.
16. To ensure that the organisation is effectively managed and gets its work done.

Person specification for Webber & Quentin Board Member

Person specification - the skills, experience and qualities that are expected from Board Members

### Person specification

1. A commitment to Webber & Quentin TMO Aims and Objectives
2. A willingness to devote the necessary time and effort
3. Strategic vision
4. Good, independent judgement
5. An ability to think creatively
6. A willingness to speak your mind
7. An understanding and acceptance of the legal duties, responsibilities and liabilities of trusteeship
8. An ability to work effectively as a member of a team
9. Selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
10. A willingness to be available to all staff for advice and enquiries on an ad hoc basis.

- **2018 Board Member Elections**

We want a full Board of 12 members as our rules allow.

One Board member stepped down due to family pressures during 2018 and another was asked to step down due to lack of attendance at Board meetings. 2 more have indicated that they will not stand again for election or nomination, making 4 vacant places for election of new Board members plus 2 Board members for re-election as per rule D12.1 and D12.2.

Special thanks to Sophie, our Vice Chair, Angela, our Treasurer, and Orenda, our Secretary for their work in helping me as Chair to keep our Board meetings actions and finances and our records up to date. Rachel has managed the Mawdley Courtyard project and the Social subcommittee is just getting organised so I am looking for more resident engagement in the coming year.

All Suggestions for future community activities will be welcomed for consideration .

## 11.4 Training Plan

The TMO will prepare a training plan at the beginning of each financial year. A report on the training undertaken by TMO members and staff in the previous twelve months will be presented at the TMO's AGM. A copy of this report will be sent to the Council.

***See Training Plan as a separate document to this Annual Report for the AGM 2018.***

- **Council and Cllr support**

Our local councillors deserve a mention too for their on-going support and attendance at our meetings. Thank you to our Lib Dem Cllr Maria Linforth Hall and Cllr Graham Neale.

Every AGM from now on will require 3 existing Board members to stand for re-election from those who have been in post the longest, to keep the Board fresh and open to new members if they wish to stand for election. These Board members work on members' behalf, they are not paid, and each AGM and General meeting is everyone's chance to discuss plans and budgets so do take that opportunity to find out more, ask questions and make suggestions.

All our Board meetings are open to residents to attend as observers. Our first Board meeting after the 2016 AGM elected the Chair, Secretary and Treasurer. The same will happen every year plus the Vice Chair role. Any Sub committees will elect their own Chair who must report back to the main TMO Board. We have a good mix of ages and residents from both Quentin and Webber blocks on the Board. The first Board meeting every year after the AGM will always elect these four posts.

- **New Website-[webberandquentintmo.org](http://webberandquentintmo.org)**

The new website has been created to aid our communication and it uses Google translate to help everyone understand the information as much as possible. Look for the button at the bottom of the home page to change the language. It will also be possible to make an appointment to see the manager personally of course or to contact them by telephone or email as we recognise that using a website is not everyone's first choice.

Now we are live, the new website is an easy way to report repairs etc. but it is worth visiting to read a summary of what we are working towards, find all the newsletters we have delivered door to door over the 3 years since we started and our "Happy" film link to YouTube, produced with a small grant by Rachel Davies and David Moore, in Mawdley House, Webber Row estate.

It contains a contact form where you can ask questions or ask to join as a TMO member, put your name down for a bike locker etc.

We currently have 80 TMO members who have paid their £1 registration fee and each has one vote. We are now actively recruiting for more residents to join. Anyone 18 and over and lawfully resident on the estate can join. I would like to see a young residents subcommittee formed so that we hear their views and have a Board member representing them.



- **Our Meetings and Assessments**

Jill and Orenda have each attended the Southwark TMO group meetings and learn from 16 other TMOs in Southwark, most of which are much longer established. Jill has met with staff and Board members from Wrayburn TMO, Leathermarket TMO, Browning TMO, Haddon Hall TMO and Willow Brook TMO.

**We have held the following meetings since April 2017 and received and spent £50,000 in our new bank account up until March 2018. In addition, Southwark Council managed the payment for spend of our Cleaner Greener Safer grant £6,000 through Nils Batty, a council officer.**

**Because we are new and making a lot of decisions as we go, we need to meet monthly at present –until at least April 2019. It will settle down after that as we get to know how and what work our estate needs and our staff settle in.**

**We have supported the council providing training sessions for our TMO manager on the use of their systems for rent arrears/ tenancy management, Anti-Social Behaviour etc.**

- 12 x Board meetings and the Sept 23<sup>rd</sup> AGM 2017 -thank you to Travelodge for hosting us.
- 12 x Finance subcommittee meetings to check reconcile the TMO bank statement monthly and authorise any payments, making them via online banking with double signatory for security. Since April 2018 we have held a Finance meeting each month.
- 4 HR sub committee meetings:-checking employment support .
- 1 Leaseholder mtg hosted for the planned external works on Webber Row estate starting in Sept 2018.
- 1 Saturday training session for Board members on 20<sup>th</sup> January 2018 plus 1 Saturday drop in session for all residents to Meet the Manager on Saturday 3rd March 2018.
- 2 Garden project meetings to agree budget spend and works and 20 gardening 4 hour gardening club sessions. Rain or shine.
- 1 Garden Summer event 24<sup>th</sup> June 2017
- We registered with HMRC to pay our PAYE and our VAT taxes as an organisation.
- We had our financial activities and records checked and audited by Appleby Wood for 2017-2018 and Angela will explain those and ask for a vote of approval later at this AGM.
- We created a Vice Chair role and worked on Board member responsibilities to assist with sharing duties because setting up a brand new organisation has been demanding.
- We set our first live budget for April 2018 and created a cleaning contract and a repairs contract.
- We hired a book keeping firm to keep track of the money.
- We increased our TMO income and activities by considering grant applications:-
- Jill applied for a £2,500 garden community activity grant on behalf of the TMO in March 2017 for 17/18 which was successful and which has paid for a gardener to help run a gardening club for gardening work until July 2018. Grass cutting is paid for by the TMO since April 2018. Prior to that, Southwark Council cut the grass -but not very often.
- Rachel was successful in a Greener Cleaner safer grant for Mawdley Courtyard improvements for £6,000 which was completed by 2018 and this is reported in more detail within the separate Social Subcommittee Annual Report and budget breakdown.

### **April 1<sup>st</sup> to 12<sup>th</sup> September 2018 –Progress so far**

The TMO office at Living space has been used by residents to discuss individual topics with the TMO manager.

A new lease for the TMO office in Living Space building for 1 year was signed in August 2018 until early August 2019.

A report on options for an estate permanent office is promised by Eva Gomez, Head of the TMI Team, for the Board to consider in September 2018.

We have had the council Tree officer on site and consulted on and agreed a programme of tree works this winter.

It has been something which those residents in Delarch, Algar and Dauncey blocks in particular have been asking for over some years .Due to demand on the council Tree service, we will have to have an annual programme to cover all estate trees but have tackled the most demanding first.

The interim manager has programmed a monthly estate inspection with a board member. This started in August 2018.

The Interim manager has created a secure password protected computer filing system in the TMO office. We have a backup system in place.

Due to the change in staffing, our Council monitoring officer has allowed us to report back on 6 months instead of 3 months delivery. This is due in October 2018 and will cover April to September 2018.

The Board, through the manager, has to report to the council on several subjects –quarterly. Failure to report back may affect our quarterly allowance from the council and delays in receiving that income may affect our ability to pay contractors and our staff.

Reporting subjects are- Key Performance Items (KPIs)

- Budgeted expenditure against actual expenditure
- Service charges due and actual collected
- The number of Repairs completed on time
- Level of satisfaction with the communal areas cleaning
- The number of Anti-Social Behaviour cases dealt with on time
- Total Rent collected
- The number and amount of rent arrears and progress on decreasing arrears.
- The number of VOIDS ( empty flats) and time taken on re-letting them
- Rent lost due to VOIDS not let
- Number of tenancies with unauthorised occupants
- Number of unauthorised occupants reported to council for investigation/repossession
- Number of member’s enquiries received and answered on time
- Number of Ombudsman enquiries made and dealt with on time
- Number of current Committee members
- Expenditure on Committee member training in quarter

- The number of official complaints to the council and if they were dealt with on time
- Fire Safety and any actions by the TMO required by the council

We need to next review our costs as we head towards half way through 2018/19. So far we are on course but as this is our first year, we still have 6 months to go till 31<sup>st</sup> March 2019.

Building a reserve is important for us against any unexpected costs and then any additional savings we make can provide future shared benefits we can invest in for our estate as a whole. But not yet.

Our TMO manager resigned on August 7<sup>th</sup> giving 1 months' notice. The Board supported each other through a difficult period of change and that is the team effort that matters.

Sirajul Islam has been our Interim Manager Part time since mid-July when Sarah Lynch was signed off sick and my thanks to him for stepping in to help us at short notice. Sirajul has confirmed that he will continue to support us on 3 days per week –Monday, Wednesday and Friday- until we agree a way forward.

The Board is taking advice and considering its options for staffing at present. It will report back at Board meetings in due course.

If all residents can provide useful contact details directly to Sirajul, it will really help him.

The office number and email remains the same.

Tel: 0207 620 3001

Email: [manager@webberandquentintmo.org](mailto:manager@webberandquentintmo.org)

Website: [www.webberandquentintmo.org](http://www.webberandquentintmo.org) has a contact form.

I look forward to our next 6 months and seeing more residents join as members so that you can vote and contribute skills and ideas to make our TMO a success and our estate a good place to live.

It's YOUR company, created to benefit all of us- so the more that join in,-the greater the benefit it will be.

Jill Goddard, Chair

Webber and Quentin TMO