

**Webber and Quentin Limited
Annual Report 2018-19
AGM 18th September 2019**

As Chair of W&Q TMO Board, I am proud to report that W&Q TMO has completed our first year in delivering services to residents and has designated a reserve to ensure that the 2019-20 delivery is sustainable.

We have a new TMO website, developed and maintained for free by one of our Board members www.webberandquentintmo.org All our approved minutes are on there plus a growing collection of historic photos of the estate. More information will be added in Year 2.

The Major Works on Webber Row blocks were completed between Sept 2018 and July 2019 by Standage Ltd and the regular liaison with TMO staff has helped residents.

Both our new TMO staff have now passed their 6 month probation interviews and been set Annual Targets to fit with our overall TMO performance expected by the council.

Throughout this period, the Board members met on a monthly basis. All Meetings were quorate with a minimum of 5 Board members attending.

We have held the following TMO meetings between April 2018 and March 31st 2019.

11 x Board meetings and the Sept 12th AGM 2018

12 x Finance subcommittee meetings to reconcile the TMO bank statement monthly and authorise any payments, making them via online banking with double signatory for security.

3 x HR subcommittee meetings:-managing staff recruitment, employment & support.

5 x Social subcommittee meetings for community activities.

We set our budget for 2019-20 and confirmed our services for 2019-20 and built a reserve.

If all residents can provide useful contact details directly to Sirajul and Linda, it will really help them These are confidential to them..

The office number remains the same.

Tel: 0207 620 3001

Email: contact@w&qtmo.org

Website: www.webberandquentintmo.org has a contact form or visit the office.

The finance subcommittee comprising 4 board members also met monthly in between Board meetings and minutes of all meetings were sent to our Council monitoring officer, Tracy Stedman.

The TMO applied for a small grant of £2,000 for football activities and these were delivered by the Waterloo Sports and Football Club between January and March 2019.

All grants received were checked against grant agreements and all spend verified. All providers provide an end of project report with a detailed budget.

The agreement for renting the temporary TMO office space, at the Lambeth Council owned Living Space office on Waterloo Road, has been extended by Southwark Council TMI team for 1 year to 13th Aug 2020. As the ballot promised residents an estate based office, the Board has asked for a solution to be found by the council. This is now being actioned by the council to review options and costs.

Training Plan

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. If any residents would like to attend free council training sessions, please let the TMO staff know and they can advise.

Electing residents onto our Board

This is our 4th AGM since the company was created in October 2015 and our 2nd AGM since we went live as a TMO in April 2018.

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

Special thanks to Sophie, our Vice Chair, to Graeme, our Treasurer, and to Orenda and Lisa, our Secretary & vice Secretary for their work in helping us keep our Board meetings minutes, actions and finances and our all company records up to date.

Council and Cllr support

Our local councillors deserve a thank you for their on-going support and attendance at our general meetings. Thank you to our Cllr Maria Linforth Hall and Cllr Graham Neale. We also appreciate our support from Council officers.

Our first Board meeting after each AGM elects the Chair, Vice-Chair, Secretary and Treasurer. Any Sub committees are accountable to the TMO Board. We hold a General meeting in April or May and our AGM in September every year.

My report needs to contain the rules that govern our AGM and elected representatives on the Board so these are as follows:-

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 8 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 W&Q 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.

Tasks to fulfil managerial duties

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

The skills, experience and qualities that are expected from Board Members.

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.

Jill Goddard,
Chair
Webber and Quentin TMO.

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