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Minutes of the Open Forum
of Moorhaven Village Management Company Limited
held on Monday 10th September 2007
at The Jays Nursery, Moorhaven Village

	Non-shareholding residents who were not eligible to attend the formal AGM proceedings were invited to join the meeting before the Open Forum commenced. John Meehan introduced the Open Forum and advised that several issues had been brought to the Board's attention for discussion during this part of the meeting and that he would ask the Shareholders to address the floor with these issues if they were present. He commenced the Forum by updating the meeting regarding two items from last year.
1	<u>Car Parking Bays</u> Firstly, the matter of marking Shareholder-owned car parking spaces in the Main Car Park; this matter has now been addressed.
2	<u>Speeding</u> Stuart Newberry reported that he and Jim Abraham had met with the Accident Reduction Officer for Devon and he had advised on what could / should not be done to improve road safety within the village. It was reported that obstructions around the road system of Moorhaven i.e. trees and bushes that reduce visibility have the effect of slowing traffic down as do parked vehicles. The findings of this meeting have previously been reported in detail in the Moorhaven Gazette but all Shareholders should continue to encourage their visitors, families and visiting tradesmen to take care when driving in the village.
3	<u>The Purchase of Church Field by the Company</u> Anya Gilroy tabled that the Board should have a financial threshold for items of expenditure; if this limit was exceeded for any one project then a period of consultation with all Shareholders should be undertaken to gauge support. For the benefit of those Shareholders who were not fully aware of the current position, John Meehan explained the situation. He advised the floor that Church Field was currently owned privately and the owner had entered into a rental agreement with the Grounds Maintenance contractor for the use of the area for the composting of waste and storage of effects and equipment and also with other Shareholders who wished to use the area for allotments. Peter Nathan addressed the meeting and reiterated that the Board was elected to manage the village on behalf of the Shareholders and that if it was felt their authority should be limited then a Special Resolution to the AGM would be the correct way forward.

	The financial position was also clarified. Peter Nathan explained that there were several reasons why the Board had decided to make this investment i) the disposal of grass cuttings which would be very costly to Shareholders (region of £8000) should we not have a facility on site ii) current returns on bank deposits is fairly meagre whilst the value of land continues to appreciate substantially. It makes good financial sense to have some of the Company's capital tied up in land which should make a good profit for the Shareholders iii) £20,000 of the Company's banked funds are held on behalf of the Cemetery Trust; these funds cannot be used for general village expenditure but must be invested and the proceeds used for the ongoing maintenance of the cemetery. The Trustees have agreed that the investment in land is sound and therefore, the actual expense from village reserves is only £15,000 iv) the paddock will generate rental income from the maintenance contractor, from allotment holders and from rental of the paddock for equestrian use v) a third party has confirmed that the valuation of the paddock is reasonable and that they would be more than willing to purchase the ground themselves should the Company wish to sell in the future vi) the paddock is an asset which the Company could use to secure any future borrowing should the need arise. All of these reasons make it a sensible use of some of the Company's excess cash funds. Anya Gilroy pointed out that already the field is costing the Shareholders money with regard to a breach of planning permission; who would be paying for this? It was clarified that the planning issues were not of the Company's making and were only brought to the fore by Dartmoor National Park since the commitment to purchase the field by the Company had been given. The maintenance contractor undertook his existing agreement with the current owner who was fully aware of the use for which it was required and, therefore, existing planning consent was never questioned. John Meehan explained that the Company was in a difficult position as they had committed to purchase the field but that a Change of Use planning application needed to be made to regularise the current usage and to maximise rental income for the Shareholders; the current owner would, of course, have no interest in pursuing this in view of the sale. Elayne Hoskin requested that the full costs of purchasing the paddock should be clarified. Sally Wordsworth commented that as this discussion had ensued following the suggestion that the Directors should have a financial limit on expenditure then it was not appropriate for the debate to focus on the purchase of Church Field, which had already been agreed by the Directors under their existing powers. Peter Nathan addressed the meeting and expressed his disgust at the perceived personal attacks being made against the maintenance contractor and other Shareholders both during the meeting and previously in writing. He acknowledged that the Bittaford and Moorhaven residents group had every right to oppose the redevelopment of The Jays but that having succeeded in this, there the matter should have rested. However, subsequent ongoing attacks against Shareholders who had supported the proposals were ultimately a detriment to the village as a whole. The Chairman suggested that following this comment the matter should be drawn to a conclusion.
4	<u>Percieved Conflict of Interest of Directors</u> Steve Carpenter tabled that he felt that there was a conflict of interest regarding James Abraham as a Director and him also being the grounds maintenance contractor for the village. Steve clarified that he felt the conflict arose because if someone is working for the Company they should not be part of the decision making process. John Meehan clarified that this situation is allowed for under the Company's constitution. However, Sally Wordsworth, former Company Secretary, clarified that it was specified as part of the Maintenance Contract that Jim would not take part in, or vote on, any discussions regarding the contract during Board meetings and John Meehan confirmed that this was still the case.

	John continued by clarifying that although a conflict of interest may be perceived, it was important to remember that there was nothing to support this perception. Anya Gilroy pointed out that the director concerned also took the responsibility for planning matters but was himself in breach of planning over the Church Field issue. John Meehan explained that Jim was not in breach of planning as the field was not owned by him and, therefore, the breach was with the current owner. John Meehan clarified the administrative processes and boundaries that are in place for dealing with complaints against the maintenance contractor. It was advised that correspondence should be directed to the Administrator who would then forward the complaint, confidentially, to the Director/s who has responsibility for grounds maintenance, currently Matt Morgan. That director can then either return to the Shareholder who has made the complaint for further information, deal with the complaint himself or request assistance from the Chairman to sort out the grievance. Only when this process has been followed would the maintenance contractor be contacted or advised of the situation. John explained that such processes were essential to ensure that complaints were dealt with fairly and also that people who work for the village are dealt with in a fair way too. Such processes should help to allay any concerns over conflicts of interest. Elayne asked that movement within the Board meetings should be minuted i.e. if someone leaves the meeting and subsequently returns. John Meehan agreed that this was a fair point and should be noted for the future. Steve Carpenter advised the meeting that he was satisfied with the Chairman's response.
5	<u>Service Charges for Properties without Planning Permission</u> Anya Gilroy asked if the Board would be collecting back service charges for the properties that were currently undergoing investigation by Dartmoor National Park Authority. John Meehan advised that service charges are charged in relation to share ownership which is, in turn related to Land Registry title to a property. Some properties within the village have been divided internally to provide independent living accommodation but still remain under one title registration with Land Registry. Unless the exterior of that property has changed or it is attempted to sell the units independently of each other, there is no change of title and, therefore, no additional service charge would be applicable. Mrs Gilroy further queried if this was equitable if these properties were registered separately for council tax and were using village roads, drains and communal facilities. Steve Carpenter commented that he remembered increases in share capital being voted on at previous AGMs, to enable further service charges to be collected in such instances. The Administrator reiterated that this would only be relevant if the properties were sold individually and registered separately with Land Registry. Kevin Crawley commented that if a property had a separate postal address it should attract a service charge. The Administrator commented that Kevin's own property was in exactly the same position as a flat had been created above his garage which was rented out but did not attract an additional service charge. Other properties in the village were also cited as being in the same position. Peter Rowlands confirmed that his property was also one of these in a similar situation and he also paid two separate council tax bills because of this. Bob Kirkpatrick questioned if the flats within all the properties that were split in this way were rented not owned. The Administrator reiterated that if a change of ownership of one of the units took place

	then separate title would be required at Land Registry and, therefore, another service charge would become payable. Kevin Crawley pointed out that as the Company owns the drainage system within the village, surely they could charge for any properties using that sewerage system. John commented that should any charges be incurred by the Company in respect of any such issues then these should be rechargeable to the relevant Shareholder. Mrs Gilroy also commented that these tenants were free-loading on the rest of the village; the Chairman disagreed and confirmed that the current system was entirely permissible within the current arrangements. Jutta Berger asked who made the arrangements. John confirmed that this was before his tenure as a Director but Jutta commented that these matters had only come to light in recent months so the Shareholders were unaware of this until now. The Chairman brought the discussion to a close.
6	<u>Planning Issues</u> The Chairman advised the meeting that he had received a query regarding the placing of planning notices within the village. Bill Stiven confirmed that he had raised this issue and brought the meeting's attention to the Chairman's previous comment that the Board would not necessarily be aware of internal works to any property within the village. He pointed out, however, that frequent deliveries of building materials to one property should alert the directors to more major works. Mr Stiven reiterated that it was the Board's responsibility to look after the wellbeing and assets of the Shareholders and with all the recent planning anomalies that had been discovered the amenity of the village would deteriorate. John confirmed that the issue of planning had recently become sensitised. He commented also that even if such works were apparent to the Board, there was a moot point as to whose responsibility it should be to notify the relevant authorities over planning arrangements. Peter Nathan also reiterated that the Directors had previously agreed at a Board meeting that any planning issues brought before them, that they considered would require permission from the authorities, would be copied to Dartmoor National Park Authority. He also commented that the South Hams Building Inspector, who would be involved in all such major building projects, has always advised Dartmoor National Park Authority of the extent of such works also. Bill Stiven also commented that all Shareholders would not necessarily see planning notices that are displayed in the village. He requested that the Board work with Dartmoor National Park Authority to ensure that notices are also displayed in a prominent position in the village; maybe on the notice boards at the bottom of the Main Drive. John Meehan queried if Dartmoor National Park would comply with this; Bill offered to investigate this on the Board's behalf. Stuart Newberry also commented that this could be a safety hazard and, therefore, the Bus Shelter may be a more appropriate location.
7	<u>Letter from Tricia Webb</u> The Chairman read out a letter from Tricia Webb expressing her concerns regarding the apparent bad feelings that have recently been generated in the village. Her concern is that a small number of 'anonymous' people have stirred up much bad feeling both in the village and in the community more widely. She queried how and why this situation has arisen and also what were the motives of this minority of people. It was requested that the letter be seen as constructive and it was asked how the current issues could be satisfactorily resolved.

	John Meehan confirmed that he would like to see the 'health' of the village improve by addressing the issues that have been raised during the meeting. Bill Stiven confirmed that he was one of the members of the residents group and that this was formed by a number of concerned people who were faced with the situation of the Jays being developed in December last year. The interest was heightened when several people both from external bodies and within the village confirmed that it was going ahead and it was felt that very little advance information regarding the development had been made available to the Shareholders. Mr Stiven was also upset with the Board's letter of support to Dartmoor National Park's planning authority. Mr Stiven also commented that the group had requested an audience with the Board but that this had been refused, despite the developers being given the opportunity to present the development to the Directors. He tabled to the meeting that if Shareholders were fed up with receiving such leaflets and communications then they should speak up and these would cease; but all that was meant was to provide information to Shareholders from all sides. Steve Carpenter commented that he was not fed up with receiving the leaflets but that it would have been nice to have known who was responsible. Alison Bradley commented that, in her opinion, the leaflets were terribly put together and the fact that they were anonymous gave her an 'anti' feeling. A question was tabled as to what lessons the Board has learned from this issue. John Meehan advised that there were very strong arguments on both sides. There were certainly issues with communication and the Board will endeavour to make changes to ensure that more information is provided to Shareholders in future. However, John reiterated that he doubted if the Board's decision would have been different as the arguments were discussed rigourously and it was considered that the decision was right for the village. It was questioned if the Board should have become so involved as to issue a letter of support to Dartmoor National Park Authority. John confirmed the moral issues involved i.e. the Company was to benefit by getting some £20,000 of works being done within the village together with an improved amenity in the form of a new village hall and nursery and it would not have been equitable to expect this without giving its support. Christopher Higgs commented that the issues of the developer's deeds of covenants should be raised to prospective purchasers of properties within the village. He felt that Shareholders properties could be compromised if the Developers decided they wished to build something adjacent to another Shareholders property. The Chairman confirmed that no Shareholders could lose any of the property to which they had purchased the title as a result of any development in the village. John Meehan confirmed that the Directors were still investigating the preparation of a guide to the covenants for Shareholders. This is a very complicated issue but it is hoped that this would be progressed in the coming year. Steve Carpenter asked if the Board knew what is happening to The Jays now. This question was tabled to Andrea Peacock, who was present at the meeting, and she confirmed she had no idea.
8	<u>Separate Solicitors</u> Bill Stiven raised that the Company should now have their own solicitor; he quoted from the minutes of a previous directors meeting when comments had been recorded regarding the solicitors used in respect of the transfer of communal land from the developers. Mr Stiven commented that he thought the Company should have an independent legal advisor in the best interests of the Shareholders. Steve Carpenter commented 'independent of whom'.

	The Administrator clarified that the Company's solicitor, William Hubbard of Windeatts, was also the solicitor for the developers. It was also clarified that Mr Hubbard does not act, and is not allowed to act, for both parties on any matters. If any matters do arise that may be a conflict for William Hubbard, and that has happened only once in the Administrator's knowledge, he advised that he is unable to act for us and another lawyer is appointed. Sally Wheaton also commented that solicitors are governed by their own rules which would not allow him to act for both parties. The Administrator further clarified that Mr Hubbard had a huge amount of knowledge about Moorhaven and that knowledge has always been invaluable to the Company. She also confirmed that to appoint another solicitor and to bring them up to speed with village matters in a reasonable timescale would be a costly exercise; the cost of which would, of course, be borne by the shareholders. It should also be noted that the annual legal fees paid by the Company are very reasonable and the advice we receive is provided quickly and efficiently; something that would, no doubt, change if we were to engage alternative lawyers who were unfamiliar to the village. Peter Nathan advised the meeting that the developers did not have to hand over the communal land to the Shareholders. He also pointed out that the details of the handover have recently been reviewed by the developer and many points have been identified, all in the favour of the Shareholders, which need to be amended. It was also reiterated that originally an alternative solicitor was engaged to act on the Company's behalf in respect of the handover of communal land and this had been both costly and protracted; that is why the decision was subsequently made to engage Windeatts to complete the transaction. John Meehan also came back to the matter of conflict of interest and he commented that what is required is an existence rather than simply an appearance of conflict. John's thought was that this issue is purely an appearance of conflict but there is not actually any evidence of such. The Board should have the trust of the Shareholders; that they are acting to protect the interest of the Shareholders not the interests of the solicitor; on value for money and practicality the current arrangements work. Steve Webber commented that this was a valid point. The directors have been elected to act for all of us and act on a voluntary basis; he expressed his thanks for that.
9	<u>10, Tower Lane</u> Bill Stiven raised the matter of the conversion of 10 Tower Lane into three flats when it was originally just two. He stated that the covenant had been amended by the Company following agreement that it would receive a consideration of £10,000. It was also asked that if the planning application that was currently with Dartmoor National Park Authority was refused, would the Company be expected to repay the consideration. The Administrator explained the current position for those Shareholders who were not aware of the facts of this matter. 10 Tower Lane consists currently of 3 flats. The Management Company holds the freehold for the land and the flats are owned leasehold, on a 99 year lease, by the individual owners; i.e. a ground rent is paid to the Company each year by each property. The freehold was passed to the Management Company as part of the communal land handover and as someone has to own the freehold it makes sense that this is the Company. When the Company became aware that a further flat had been created in the building by the developers the lease was investigated and it became apparent that this would require variation to allow for the additional flat. The Board considered that it would be sensible to vary the lease for 3 reasons: - 1) the Company would receive a consideration for this – later agreed to be £10,000 2) the variation would enable a further service charge to be payable as the property would exist in its own right 3) the other Shareholder would benefit because if any major repairs became necessary to the building i.e. a new roof was required then the expense could

	be split three ways instead of just two. It should be noted that the Deed of Covenant was not varied. Mr Stiven asked if there were any other properties in Moorhaven for which the Management Company owned the freehold. The Administrator confirmed that 10 Tower Lane was the only property.
10	<u>Painting of Steps above The Church</u> Daphne Carpenter asked when the steps to the communal grounds above The Church would be painted. Jim Abraham confirmed that this would be done before the bad weather and he would endeavour to get this completed as soon as possible.
11	<u>Maintenance of Passageways</u> Kevin Crawley asked about the regular maintenance of the passageways and quoted from the maintenance schedule. He advised that a light had been out near his property for 7 or 8 months and that one of the lights is covered in ivy. He also asked how often the passageways were swept. Margaret Nathan commented that the passageway to their courtyard was swept generally by people within the courtyard and that this should be a community activity that was done when needed. Jim Abraham confirmed that all the entrances and communal pathways were cleared when the grass was cut. Mr Crawley also commented that the handrails used to be painted before the current grounds maintenance arrangements; John Meehan noted this comment and agreed to investigate this further. Jim Abraham advised that the lights were not inspected at night so the contractor would not necessarily know if they were out; if any lighting is faulty this should be reported to the Administrator who would arrange for the necessary works to be actioned.
12	<u>Eligibility to be a Director</u> Christopher Higgs asked that if a property is owned by one Shareholder but it is lived in by others also, is it only the named Shareholder who would be eligible to become a director? John Meehan confirmed that only registered Shareholders can become directors of the Company.
13	<u>Address by John McLaren</u> John McLaren introduced himself to the meeting and noted the tension that had been apparent throughout the meeting. He asked that all present should all step back a little and recognise that we are all privileged to live in such a lovely place. He appealed to the meeting that we should all be more balanced and tolerant about how we can all live together. John reiterated that Moorhaven was a sympathetically developed village where the original buildings have been preserved. He also sensed some vendettas within the village and that perhaps the hatchets should be buried. It was noted that at least the directors were 'doing something' albeit that some of the decisions made were not agreed with by everyone. He also suggested that the directors should look at the functionality of the Board as a whole as some of the directors may be getting involved in doing things that would be more appropriately delegated in order to make progress. It was felt that establishing problem solving could stop the directors being lambasted as seems to be currently happening. John asked everyone to remember that we live in a wonderful place and that the AGM next year will see everyone having had some thought process and have made some changes to the way we communicate. His thought was that some feedback should have been received by the Board regarding the emotive nature of the Jays development but likewise the Shareholders have entrusted the directors and they should support the decisions made.

	The meeting gave John a round of applause for his eloquent speech.
14	<u>Tennis Courts</u> John Clarke requested that, as a regular user of the tennis courts, could consideration be given to them no being left unlocked? John Meehan advised that the current arrangements are managed by the Tennis Club but that this was a difficult issue as a lot of money has recently been spent upgrading the facilities. Jutta Berger commented that this had been tried before and the courts had been vandalised. Further consideration should be given to this by the Tennis Club.
15	John Meehan advised that the results of the Best Kept Village had been displayed in the Bus Shelter for some time and the village had received some very positive comments from the judges. He advised that it should be an initiative for the whole village and Alison Bradley agreed to arrange a meeting to start the ball rolling for next year as soon as possible. John reiterated that all Shareholders should feel free to bring any matters of concern to the attention of the directors and these would be investigated. He also thanks those who had contributed to the evening's meetings.
15	As no further business had been proposed for this AGM the meeting closed at 9.45pm