

**Leathermarket JMB General Meeting (GM) Held 12 July 2023 7pm
At The Roundhouse, Lawson Estate Tenants and Residents' Association Hall
Cardinal Bourne Street, London SE1 4EJ**

Present:

36 JMB members

5 JMB Directors – Debbie Walsh, John Lynch, Lee Page, Yuan Potts and Peter Baffoe

Alex Heslop- Southwark Council TMI Support Officer

David Alcock- Anthony Collins Solicitors

8 - JMB staff members

Agenda	<u>Key Points</u>	Actions Agreed
1.	<p><u>Chair's welcome</u></p> <p>The acting chair, Debbie Walsh welcomed everyone to the meeting. JMB directors, staff and David Alcock from Anthony Collins Solicitors, were introduced as well as Sangita Zeline, the new Office Manager at JMB. Debbie confirmed the meeting was quorate.</p> <p>The acting chair went through the ground rules; hands raised must be raised to ask questions, no talking over others or raising personal matters. By raising of hands questions can be asked after presentations. All will be given an opportunity to talk and staff are present to speak directly with attendees. She will stop anyone who tries to monopolise the meeting.</p> <p>The meeting should end by 9.00pm</p> <p>Andy Bates thanked everyone for attending.</p>	
2.	<p><u>Apologies</u></p> <p>Christine Parsons, Clive Shaw, Deborah Harrington, David Oakley, Halima Iqbal, Martina Moh, Liam McGrath.</p>	
3.	<p><u>Explanation about the JMB</u></p> <p>Lee Page, co-opted Director gave an overview of the JMB and why we are making the changes in the Constitution. JMB is operating on 2 core documents, the first one is the Constitution, which looks at how the organisation is governed and operate. The other document is about the agreement with the council and the services our residents/members receive.</p> <p>The second part of the meeting is about JMB services and members will have the opportunity to talk and share any concerns or improvements required.</p> <p>The first part of the meeting will focus on the Constitution and David Alcock will explain the rules of the Company House.</p> <p>Lee mentioned the reason he was appointed as Director was due to his knowledge of day to day running of TMOs in a governance perspective.</p>	

3.

Amendment of the constitution

David Alcock (DA) provided a summary note which set out the main substantive changes included in the proposed articles of association for Leathermarket Joint Management Board Limited (the JMB).

During 2022 JMB worked on a revised Constitution with a working group from the Board. That Constitution was put to the members in November 2022 and adopted, but the Board recognise that due to issues with delivery of the papers, a number of members did not see the revised Constitution before the day of the meeting; and there were some helpful suggestions from members as to further amendments, which could not be incorporated at that meeting without invalidating the notice.

The Board has therefore decided to incorporate some of the proposals made at the meeting, and to re-issue the whole document to members for formal consideration at a further EGM

Proposed changes:

1. New process for expulsion of members

Good practice in relation to expulsions from community-based organisations is that there should be a clear process, with a small group making the decision rather than the full Board or the wider membership (to protect the confidentiality of all those involved). The new rule introduces this, with a right of appeal to the full Board. **This is a change from the November 2002 Articles following feedback from that meeting.**

2. Regular review of the articles of association

Article 23.7 introduces an obligation on the Board to review the Articles at least every three years. This is a change from the November 2002 Articles following feedback from that meeting.

David noted the Constitution is a formal legal document which can only be changed by members who attend meetings like this or cast proxy votes and if 75% of the members vote in favour. Once it gets adopted, it goes to the Companies House and every member can access the document.

Key points raised from members:

- Clear mechanism of proxy and more transparency in the process, it should include an independent element. A request for a change of process to include a right of appeal.
- Richard Lee who represented Bermondsey Street Residents Association (BSRA) noted they were not consulted about these proposed changes, there has not been enough member engagements and no opportunity to increase the membership within the BSRA area. Richard also felt that the non-ratification of one of their nominated Directors has been against JMB own rules.
- Queries on payments made to Directors from JMB.

Debbie Walsh re-assured the members that the Directors are here to represent everyone, no changes have been made in the Constitution regarding the nomination process. At each AGM, all Directors are ratified by members who attend the meeting and if someone does not get ratified, this means that members don't want the nominee to represent or be the voice for 5 estates. Regarding the expulsion of members, there are currently 4 co-opted Directors on the Board who would hear an appeal, the co-opted Directors are independent voices, they would give us advice. If a member had to be expelled, it will be due to their behaviour and conduct that led to the dispute.

Clarification from DA on issues raised from Richard Lee:

- Expulsion of members: it would be really unusual in the Constitution for an organisation like JMB to have right of appeal at an organisation outside JMB (Will it be the Council? If not, then who?). David mentioned he works across lots of TMO organisation and has not come across

this issue.

- Proxy votes – The Company Act is very clear, proxy voting is an absolute right for members and this has been reflected in the wording of the Constitution.
- Payments to Directors – This was not prohibited by the old Constitution, it was silent on the question of payment to Directors for providing services to JMB. We have now introduced a clear procedure which restricts any payment to Directors.
- Reducing the number of days' notice for AGM from 21 to 14 was another change made by Companies Act. This had to be reflected in the Constitution.
- Board delegating power to the committee in appointing the membership – this was already in the old Constitution but minor changes done in the wording in the new Constitution.
- Rules regarding appointment of TRA nominated directors – This was already in the old Constitution, the AGM has the power to accept or reject nominations. If there is a vacancy after the AGM, the Board can fill that position at their discretion.

Voting process:

Voting on the two changes made on the Constitution from members. DW noted for transparency purposes, she is asking Alex from Southwark Council to accompany David and Andy to look at the proxy votes together.

Result:

In Favour – 32 and 17 proxy – Total 49

Against – 5 and 2 proxy – Total 7

Abstentions – 1

Resolutions agreed.

Changes to the Constitution were agreed with 49 votes in favour and 13 votes were outside timescale.

JMB priorities & services

DW noted private matters should be raised their Resident Service Officers who were present at the meeting. The meeting was to discuss collectively about the concerns regarding JMB estates. Andy Bates thanked everyone for a fabulous turnout. He noted two formal meetings were held last year in November and there were lots to discuss regarding the changes in the Constitution. Tonight is an opportunity for residents to talk about general issues, what should be the JMB priorities, where are the areas needing improvements.

Key discussions and issues from residents:

- Unreliable contractors, missing appointments, task not being completed and checked. No follow up when repairs were outstanding.
- Mice in Munday House.
- Complaint to ombudsman regarding flat in Meakin estate.
- High staff turnover, confusion between RSO's, which repairs were being booked and an accurate description of the repair and details given to external contractors when being called in .
- Lack of communication between residents and JMB.

Debbie Walsh replied due to the pandemic, it was agreed there has been lots of staff changes. The team is being rebuilt and stabilising. Vicky Ball has been appointed as the new Deputy Manager.

DW apologised to the members on cases that they are not aware of and clarified that as Directors, they don't get involved in individual tenants problem. Staffing and workloads are beginning to settle down, lots of work needs to be done on building safety, fire etc. The JMB will shortly be able to respond to complaints in a more timely planner.

Agreed members to leave their contact details if they wish to join the Communication and Participation Sub-Committee.

	<p>DW mentioned there is a Communication and Participation Sub-Committee. She encouraged any members who are interested to join the sub-group to leave their contact details at the end of the meeting so they can join the group to discuss better ways of communication from the JMB to its residents.</p> <p>Andy Bates was thanked for his hard work and commitment over so many years, he is retiring by the end of year and a new CEO will be in post after a full handover.</p>	
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