



RBC Investments (Surrey) Limited

Minutes of the BOARD MEETING

HELD AT 9.00 am 26 April 2024.

**at Runnymede Civic Centre, STATION ROAD, ADDLESTONE,
SURREY. KT15 2AH and on Teams**

Present:

David Coen / Alex Williams

Emma Lyons / Sarah Keenan / Jessica Moran / Eduan Pardo

1. Apologies for Absence

None

2. Declarations of Interest

None

3. Approval of the Minutes of the Extraordinary meeting of the Board held on 12 December 2023.

The minutes were approved.

4. Matters arising from the Minutes

The contract is due to be signed on 1 May 2024. There are still some issues outstanding and there is a meeting next week with the contractor to resolve these. If the issues are not resolved the contractual procedures will be followed. The issues are around billing and resources available.

5. Acceptance of the resignation of Councillor David Coen as a director with effect from 2 May 2024

Councillor David Coen has submitted a letter of resignation. The Board resolved to accept his resignation with effect from 2 May 2024. Councillor David Coen was thanked for the work he has done for the Company.

6. Appointment of Directors

- Replacement of councillor director

The Shareholder Agreement stipulates that no decision can be made by the Company without a councillor director. Following the election the new Leader of the Council as the shareholder representative will be asked as a matter of priority to put forward a councillor to be the councillor director of the Company.

- Independent non-executive director

A local professional with expertise in lettings has been approached and has indicated a willingness to be a director of the Company. We are also looking for another director with expertise in service charges and housing management.

Any such appointment will need to be approved by the Council, and any report will include a full CV. The new Leader will be informed and invited to meet the candidate. Once appointed the new non executive director will be required to agree a letter of appointment that will include the standard clauses including confidentiality and data protection.

7. Approval of audited accounts for the financial year 2022-2023.

The Board confirmed the approval of the audited accounts for the financial year 2022-2023. These were approved by the directors via an e-mail dated 27th March 2024 (see attached) order to meet the deadline for the filing the accounts.

8. General Meeting

- Preparation of report to the Corporate Management Committee meeting on 20 June 2024

The Corporate Management Committee meeting on 20 June 2024 will be treated as a General Meeting under the terms of the Shareholder Agreement which requires the Company to hold two General Meetings a year. The report will set out the Companies present position ; make reference to the Business Plan, accounts and budget , and an update on the FM contract.

- Agree date for next General Meeting and future dates for the General Meeting.

The dates for the General Meeting will be the dates of the Corporate Management Committee in June and December of each year.

- Preparation of annual report for the next General Meeting

This will be discussed at the next Board meeting.

9. Health and Safety Report.

- Compliance

It was confirmed that there was full compliance with the legal requirements for testing and alarms.

- Notification of any reported accidents or incidents.

No accidents or incidents were reported in the last quarter.

- Health and Safety Policy for the Company

The Company does not have a separate Health & Safety Policy. It was agreed that the Company should have a separate policy. As many of the Council's staff do work for the company it was felt appropriate to use the Council's Health & Safety as a base and amend to fit the Company's requirements. The draft policy will come to the next board meeting for approval.

10. Risk Register

The Company does not have a Risk Register. The Best Value Notice has highlighted the need for a Risk Strategy. The Board accepted as a priority that the Company develops and puts in place a Risk register that covers both operational and strategic risk. Further, it was suggested that a director should be responsible for the risk register and that an item covering the Risk Register appears on the Board agenda annually.

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RBC Services (Addlestone One) Limited

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A meeting will be arranged soonest for the directors and officers to identify the risks facing the Company and their mitigation. A Risk Register will be drafted for approval at the next Board meeting

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RBC Heat (Company) Limited

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RBC HEAT COMPANY LIMITED

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