



GRAND UNITED ORDER OF ODDFELLOWS FRIENDLY SOCIETY NO: 204F

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
(COMMITTEE OF MANAGEMENT)
held on
SATURDAY, 9TH FEBRUARY 2019
at the Registered Office:
56, TALBOT ROAD, OLD TRAFFORD, MANCHESTER. M16 0PL**

**Tel No: 0161 872 3356
Fax No: 0161 848 8574
Email: quoofs@aol.com
Web Site: www.quoofs.com**

**GRAND UNITED ORDER OF ODDFELLOWS FRIENDLY SOCIETY 204F
MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
HELD ON SATURDAY, 9TH FEBRUARY 2019**

INDEX

<u>Minute No:</u>	<u>Subject:</u>	<u>Page No:</u>
	On the Table	1
1	Apologies	2
2	In Memoriam	2 / 3
3	Minutes	3
4	Invitations/Visits/Representations	3
5	Annual Returns/Accounts	3
6	Order Diary	3
7	Expenses – General Rule 7(11)	4
8	Society’s Actuary/Actuarial Investigations	4
9	The Association of Financial Mutuals	4
10	Branches	4 / 5
11	Board Development and Compliance	5
12	Fraternal Movable Conferences/ Affiliated Branches	6
13	Report by the Society’s Trustee	6 / 8
14	Accounts Year Ended 31st December 2018	8
15	Progression of the Order	8
16	Head Office Staff/Premises	9
17	Marketing Strategy	9
18	Family Fun Day	9
19	“2019” Annual Movable Conference	9 / 10
20	“2020” Annual Movable Conference	11
21	“2021” Annual Movable Conference	11
22	Luncheon Arrangements	11
23	Any Other Admissible Business	11
24	Date of Next Meeting	11

GRAND UNITED ORDER OF ODDFELLOWS FRIENDLY SOCIETY 204F
MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
(COMMITTEE OF MANAGEMENT)
held at
THE REGISTERED OFFICE:
56, TALBOT ROAD, OLD TRAFFORD, MANCHESTER. M16 0PL
on
SATURDAY, 9TH FEBRUARY 2019

The Grand Master, Sister M. A. Blankson-VanDyck presided
and the Meeting commenced at 09.30 a.m.

PRESENT:

Sister M. A. Blankson-VanDyck	Chairman/Grand Master
Sister S. R. Whitehouse	Vice Chairman/Deputy Grand Master
Brother N. Robinson	Grand Secretary

Directors:

Sister P. A. Palmer
Brother M. Gordon
Brother C. Hemming

Also Present:

Principal Directors of the Grand United Trustees Limited:

Brother V. M. Houldsworth, P.G.M.
Brother E. Winterbottom – P.G.M.
Brother D. B. Whittaker – P.G.M.

And

Brother D. Oakes	Deputy Grand Secretary
------------------	------------------------

The Grand Master, Sister Marian A. Blankson-VanDyck warmly welcomed everyone to the meeting and took the opportunity to extend belated Seasonal and Happy New Year wishes to all in attendance.

ON THE TABLE:

The Grand Secretary informed that everyone should find in their place a Board Agenda, Reports by the Grand Master on the Derby District Lodge Dinner Dance and “Woodlands” Lodge No: 185 – Haworth, Lodge meeting, Compass 2017 Accounts and Valuation Report, “2020” A.M.C. proposals and Deed List.

2019/2/1 APOLOGIES:

IT WAS RESOLVED, AGREED: “that the apologies proffered by Director, Brother P. C. A. Hulland for non-attendance due to ill health be accepted and that the best wishes of the Board be expressed to him for a speedy recovery.”

2019/2/2 IN MEMORIAM:

2.0 Brother Kwaku Asare-Amposem, PNF, PNG, CM – Late of “Pride of London” Lodge No: 12280 – London.

Noted, the Secretary of “London United” Lodge No: 11636 – London informed of the sad passing of Brother Kwaku Asare-Amposem, PNF, PNG, CM who died the 29th October 2018.

Brother Asare-Amposem was one of the foundation members of the “Pride of London” Lodge No: 12280 when it was dedicated on the 8th September, 1990. He joined as an Associate Member due to his age at the time the Lodge was formed. He was Noble Grand of the “Pride of London” Lodge No: 12280 from 2005 to 2006.

Members of all the London Lodges - “London United” Lodge No: 11636 including the “Household of Ruth”, “Pride of London” Lodge No: 12280 and the “Council Masters Chapter” held a wake keeping in memory of our late Brother at his house on the 23rd November 2018. His Widow and family were very appreciative of the solidarity shown by all the London Lodges.

Brother Asare-Amposem was buried in London on Friday, 14th December 2018 and a Memorial Service was held for him on Sunday 16th December 2018.

May he rest in perfect peace.

2.1 Brother E. E. Otomewo, PWCM, PMVP – Late of “London United” Lodge No: 11636.

Noted, the Secretary of “London United” Lodge No: 11636 – London also informed of the sad passing of Brother E. E. Otomewo, PWCM, PMVP who died the 26th August 2018.

Brother Otomewo joined “London United” Lodge No: 11636 – London and the Order in 1975. He was an active and financial member and served the Lodge in many capacities.

He rose through the ranks and became a Past Most Venerable Patriarch, but within the last three years or so his attendance at Lodge Meetings became irregular due to ill health. Brother Otomewo died at

a London hospital but his body was repatriated to his home town in Nigeria for funeral and interment in honour of his express wishes.

He will be greatly missed by all his family and friends.

May he rest in perfect peace.

Upon the Grand Masters instruction the meeting stood for a minutes silence in remembrance of all other Brothers and Sisters who have passed away during the last twelve months.

2019/2/3 MINUTES:

IT WAS RESOLVED AGREED: “that the Minutes of the Quarterly Meeting held on Saturday, 10th November, 2018, numbered (2018/11/1 – 2018/11/26) be now signed by the Grand Master as a correct record of the business conducted thereat.”

2019/2/4 INVITATIONS/VISITS/REPRESENTATIONS:

4.0 Noted, the Grand Master’s Report on Derby District Lodges Christmas Dinner Dance, 24th November 2018 was on the table.

IT WAS RESOLVED, AGREED: “that the Grand Master be thanked for representing the Central Body and for her informative verbal and written reports.”

4.1 Noted, the advice of the Grand Master that London Installations were now to be held biennially the next Installations being 2020.

2019/2/5 ANNUAL RETURNS/ACCOUNTS:

Noted, the deadline for receipt of the new Consolidated Returns is the 28th February 2019.

2019/2/6 ORDER DIARY:

6.0 2019 Edition:

Noted, **175** Order diary inserts were ordered and all Branch orders had been fulfilled and stock remaining donated to Ghana & Jurisdiction as agreed at the 10th November 2018 Board Meeting

6.1 2020 Edition:

IT WAS RESOLVED, AGREED: “that 175 Special Order Diary Inserts for 2020 be ordered with re-sale price to be decided at the April Quarterly Board Meeting.”

2019/2/7 EXPENSES – GENERAL RULE 7(11):

Noted, the meeting reviewed the rates of allowances payable under the terms of this rule with effect from the immediate subsequent A.M.C.

The provision of sub-section (d) are applicable for the 2019 Annual Movable Conference with each Lodge being responsible for the travel expenses of its own delegates which are not reimbursed by the Order.

IT WAS RESOLVED AGREED: “that the expenses payable for the “2019” Annual Movable Conference be the Central settlement of the half-board account for delegates, Past Grand Master’s and partners for a maximum of one night with everyone being responsible for their own room charges, including any additional night’s accommodation.”

2019/2/8 SOCIETY’S ACTUARY/ACTUARIAL INVESTIGATIONS:

Noted, the Valuation Surplus Distribution Reports had been distributed to all Branches including the Alternative Reports for Branches that have a Valuation Deficit that proposes reduced Death Benefits to remove the deficit and the results were highlighted to the meeting.

The meeting was advised of the action confirmed by the various Branches subject to Valuation Deficits but one Branch had yet to inform of the action being taken.

2019/2/9 THE ASSOCIATION OF FINANCIAL MUTUALS:

IT WAS RESOLVED, AGREED: “that the Grand Secretary be given authorisation to complete the questionnaire regarding Corporate Governance.”

2019/2/10 BRANCHES:

10.0 Noted, the latest Branch meeting dates notified were listed in the Agenda.

IT WAS RESOLVED, AGREED: “that Sisters M. A. Blankson-VanDyck, G.M., S. R. Whitehouse, D.G.M. and P. A. Palmer represent the Board of Directors at the Thursday, 12th September 2019 meeting of “Cawdry” Lodge No: 138 – Leek, at the Black Lion, Butterton, commencing at 8.00 p.m.”

IT WAS ALSO RESOLVED, AGREED: “that Sisters M. A. Blankson-VanDyck, G.M., S. R. Whitehouse, D.G.M. and Brother M. Gordon represent the Board of Directors at the A.G.M. of “Bingley United” Lodge No: 774 – Bingley scheduled to be held on Friday,

6th December 2019 at 12, Southfield Drive, Riddlesden, Keighley. BD20 5HT, commencing at 7.00 p.m.”

10.1 Noted, the appointed representatives were unable to attend the “Bingley United” Lodge No: 774 – Bingley, 2018 A.G.M. on the re-arranged date.

10.3 Noted, and agreed that the Board would welcome more Lodges providing dates for meetings for representation.

2019/2/11 BOARD DEVELOPMENT AND COMPLIANCE:

11.0 Noted, the Secretariat met with the Actuary at Head Office on Monday, 17th December 2018 to discuss all compliance matters and consideration was given to the Senior Managers and Certification Regime (SMCR) which replaced the Approved Persons Regime. The Actuary advised that as the Order is classified as a Small Non-Directive Friendly Society that Solvency II is not applicable under the Financial Conduct Authority Guide for Users, the Certification Regime only applies to employees of firms and doesn't apply to Non-Executive Directors and only the Grand Secretary and Deputy Grand Secretary need authorisation which should be by grandfathering from the Approved Persons Regime but for the time being, the people listed as approved on the Financial Conduct Authority's website, both the Board and Trustee should not yet be removed and the Actuary had only just provided details of courses appropriate for training the Board of Directors and Secretariat.

IT WAS RESOLVED “that it be agreed to implement the advice of the Actuary and to formulate a schedule for all to take the suggested courses.”

Noted, the Actuary to advise what additional information is to be included in the Business Plan and Risk Register and that a summary of all matters discussed with advice of action to be taken had only just been received before the meeting.

11.1 Noted, the following compliance arrangements in existence were deemed satisfactory being:-

- (i)** All business is deemed execution only with all Proposal Forms processed Centrally at Head Office.
- (ii)** Lodge Secretaries receive copies of Proposal Forms and the Welcome Letter is copied to Lodge Introducers.

Noted, the completion of a checklist by Lodge Secretaries should ensure that all requirements are adhered to and monitored accordingly, although not applicable in respect of online applications via the Order website.

[The meeting adjourned for coffee/tea break at
10.50 a.m. and resumed at 11.05 a.m.]

**2019/2/12 FRATERNAL MOVABLE CONFERENCES/AFFILIATED
BRANCHES:**

12.0 America & Jurisdiction:

Noted, an American lady had emailed Head Office complaining that she is not able to join the American Order only the auxiliary organisation of the Household of Ruth and her complaint was referred to the Grand Secretary, America & Jurisdiction who has informed that currently the rules of America & Jurisdiction allow only male members and that the matter will be included as an item on the agenda for the July Board Meeting but he was surprised the lady had not contacted some of the Household members local to her for their views.

It was agreed that the Order Grand Secretary contact the lady and inform that her complaint is to be considered by the Committee of Management, America & Jurisdiction at their July Board Meeting and that it has been suggested that she contact the Household local to her to find out more about the organisation.

12.1 Noted, a petition had been received from 15 people in Kenya interested in forming a Lodge in Eastern Africa – Kenya and it was agreed that the petitioner to be referred to the Grand Secretary, Ghana & Jurisdiction.

2019/2/13 REPORT BY THE SOCIETY'S TRUSTEE:

A meeting was held on Tuesday, 5th February 2018 and the Chairman Brother V. M. Houldsworth, P.G.M. reported that it was fully quorate. Also in attendance was Sister J. Birch – Secretary Derby District Investment Association – Derby District Juveniles and Mr. E. J. Robinson MRICS – Hayfield Robinson

(i) OLD TRAFFORD PROPERTY:

The barrier at the front of the premises is damaged and South Manchester Gate and Barriers Limited visited Head Office on Thursday, 24th January 2019 to advise on repair or replacement and a quote had been accepted for removing and replacing the damaged section fixing it lower into the ground – so it is no longer attached to the side wall which is also showing signs of damage.

(ii) KIDDERMINSTER PROPERTY:

The property was bought for £55,000.00 in March 1981 and the current valuation is £120,000.00 and the vacant property is being marketed for offers in the region of £175,000.00 and the latest offer - at the date of

drafting is £160,000.00 and it had been agreed to be accepted if a higher offer is not received.

(iii) MONEY ON DEPOSIT:

The current situation was highlighted to the meeting.

(iv) BROKERS PORTFOLIO:

The £200,000.00 holding in European Investment Bank 5.375% Emtn 07/03/2019 matures on the 7th March and the Brokers views on reinvesting the monies received consideration.

It had been agreed that subject to the Society's Brokers final advice on maturity of the EIB that it be reinvested equally between City Group Bonds 2026, and Bunzl Finance 2.25% Senior 11625.

(v) SOCIETY'S PROPERTY ADVISORS:

The Society's Property Advisor updated the meeting with his thoughts on the current property portfolio and advised on possible future investment strategy including not dismissing retail properties and putting on the radar residential properties including apartments with management to be provided by the Society's Property Advisors and they are to provide a short list for possible reinvestment of the sale proceeds of the Kidderminster property, plus additional monies.

(vi) GROUND RENTS:

(i) 52, Woodford Green, Essex:

The lease extension already agreed for a 90 year period expiry date 20th June 2126 for a premium £159,751.00 payable to the Society is being held up by the request of the Head Lessee to surrender their lease instead of commuting to peppercorn rent, the original lease with the Head Lessee having a reversion date of 2037.

It had been agreed that the Society's Property Advisors chase up the Solicitors pointing out the likely requirement for a re-valuation.

(ii) 58, Woodford Green, Essex:

Advice of developments are awaited and it was agreed the Society's Property Advisors to chase up this and other outstanding matters.

(iii) 10 Garages:

The Society's Property Advisors, advised following discussions with the Society's Solicitors they had concluded the Society didn't have a case to seek possessory title but it was important to have the land registered

in the Trustee and the Society's Property Advisors to deal with the formalities.

(vii) ANY OTHER ADMISSIBLE BUSINESS:

The Directors were in favour of recommending to the 2019 A.M.C. – Warrington that Sister Julie Birch, replace Brother Edwin Winterbottom, P.G.M. as a Principal Director of the Grand United Trustee Limited, on his retirement having been nominated in accordance with the General Rules.

The Society's Property Advisor was thanked for attending the meeting and for his valuable Input.

(viii) Verification of Documentation:

Following the Trustee Meeting representatives of the Society's Auditors had attended Head Office and been provided with a Listing of Securities held as at the 31st December, 2018, which were compared with Certification of Holdings provided by the Brokers and Solicitors and the accuracy of the list was verified accordingly.

The Trustee were thanked for their comprehensive and informative report.

2019/2/14 ACCOUNTS YEAR ENDED 31ST DECEMBER 2018:

Noted, the audit commenced Monday, 28th January 2019.

IT WAS RESOLVED, AGREED: "that Deputy Grand Secretary be thanked for his report and the Accounts as submitted be approved, subject to any amendments necessary to comply with the appropriate regulations and that the authorised signatories be empowered to sign the Accounts on behalf of this Committee to meet the submission date of the Friendly Societies Act 1992."

2019/2/15 PROGRESSION OF THE ORDER:

15.0 Noted, the Society's Auditors have asked the Actuary to summarize the benefits to the Society of the possible Transfer of Engagements of the Compass Friendly Society and advice of both associated fees and the Society taking over the taxable business of the Compass Society. The Actuary had provided a copy of the last Financial Statements as at the 31st December 2017 and the last Valuation period ended 31st December 2017 and copies were available.

15.1 Noted, the Actuary to advise on the possible guaranteeing of bonus rates for the Cashbuilder Plans and the associated limits for new business.

2019/2/16 HEAD OFFICE STAFF/PREMISES:

Noted, the barrier at the entrance to Head Office is damaged and arrangements are being made to replace the damaged structure which will be implanted deeper in the ground and not be attached to the wall which is also showing signs of damage.

2019/2/17 MARKETING STRATEGY:

17.0 Noted, the current Key Information Documents are subject to annual review and revision with the Actuary to advise accordingly.

17.1 Noted, as agreed at the 10th November 2018 Board Meeting a number of Order related beer mats were procured and distributed to 10 hostelries with Oddfellows in their name and currently no feedback and agreed moving forward to procure a larger supply of beer mats and to obtain quotations for 5,000 and to target pubs within driving distance to arrange publicity for any establishments receptive to the idea.

17.2 Noted, and agreed so far the press release being composed by Sister S. R. Whitehouse, D.G.M. to coincide with the 2019 Annual Movable Conference highlighting the diversity of the Board of Directors, which for the first time in history Conference will be chaired by a black lady Grand Master.

17.3 Noted and agreed, that Lanyards design as agreed be purchased to replace the current badges issued at Conference.

Noted and agreed, that a Gazebo 3m square suitably endorsed be purchased for use at outdoor events.

**[The meeting adjourned for lunch at
12.23 p.m. and resumed at 2.05 p.m.]**

2019/2/18 FAMILY FUN DAY:

Noted, a Sub-Committee comprising Sisters S. R. Whitehouse, P. A. Palmer and Brother P. C.A. Hulland had been formed and Sisters Sally and Pam reported to the meeting on arrangements made for the Family Fun Day to be held at Cauldon Lowe Village Hall, on Sunday, 25th August 2019 and it was agreed to book the venue and all arrangements made be approved.

2019/2/19 “2019” ANNUAL MOVABLE CONFERENCE:

19.0 Noted, any General Propositions and/or proposed Partial Amendments to the General Rules and nominations for Office received from Lodges no later than 7th February, 2019 had been listed and submitted to this Meeting.

- 19.1** IT WAS RESOLVED: “that the Grand Secretary be now given authority to issue a Formal Notice in respect of the Annual Movable Conference to be held on Saturday, 18th May 2019 at the Park Royal, Warrington. The Notice confirming the intention of the Society’s Board of Directors to place for consideration any general propositions and amendments to General Rules agreed in the course of this and previous meetings and any proposals by Branches and all other particulars requiring such notice and to include the nomination of Sister J. Birch – Secretary Derby District Investment Association – Derby District Juveniles as Principal Director of the Society’s Trustee in place of Brother E. Winterbottom, P.G.M., retiring at Conference.
- 19.2** IT WAS ALSO RESOLVED, “that the Board of Directors propose in respect of grants of money in accordance with the provisions of the General Rules that there be recommended that the usual honorarium to Principal Directors of the Society’s Trustee be at the rate of £400.00 each and that the current Arbitrators be invited to remain in office but the Grand Secretary be given authority to approach some other suitable person if any current Arbitrator declines.”
- 19.3** FURTHER NOTED AND RESOLVED: “That the Grand Secretary be authorised to draft a Board of Directors Report for consideration and adoption by the April, Quarterly Meeting, subject to the clauses allocated to each Director to produce in its entirety and each Director to provide a summary of their clause to the Grand Secretary prior to the April Board Meeting.
- 19.4** Noted, 12 Branches had registered Credential Forms resulting in 26 delegates being appointed and 3 Past Grand Masters have informed they will be attending the A.M.C.
- 19.5** Noted, a rooming list had been provided to The Park Royal, Warrington and reservations made accordingly.
- 19.6** Noted, and agreed the courses chosen to comprise the bespoke menu for the Saturday night dinner for circulation to all attending with all to confirm their selections by the 12th April 2019.
- 19.7** Noted, the hotel had confirmed that the leisure changing rooms will be available for delegates to change as long as there is no big surge of everyone coming at once. Guests just need to give their name and quote “Grand United Order of Oddfellows Friendly Society”.
- 19.8** Noted, that the Grand Secretary try and arrange the entertainment for the Saturday evening as agreed and that Sister S. R. Whitehouse, D.G.M. to sort the Raffle prizes.

2019/2/20 "2020" ANNUAL MOVABLE CONFERENCE:

Noted, a summary of proposals received from hotels was made available at the meeting and agreed that the Grand Secretary arrange viewings for the Grand Master and himself.

IT WAS RESOLVED, AGREED: "that they have authority to book the most suitable hotel."

2019/2/21 "2021" ANNUAL MOVABLE CONFERENCE:

Noted the advice of the Deputy Grand Master of venues currently under consideration.

2019/2/22 LUNCHEON ARRANGEMENTS:

IT WAS RESOLVED AGREED: "that everyone be responsible for their own luncheon arrangements".

2019/2/23 ANY OTHER ADMISSIBLE BUSINESS:

23.0 Noted, the Grand Master submitted her Report on "Woodlands" Lodge No: 185 – Haworth Meeting held on Thursday, 15th November 2018, the Central Body was also represented by Sister S. R. Whitehouse, D.G.M., and Brother D. B. Whittaker, P.G.M. The Grand Master also attended the "Re-dedication Service of the Haworth Oddfellows World War One - Roll of Honour Scroll" on Wednesday, 14th November 2018,

IT WAS RESOLVED, AGREED: "that the Grand Master, Deputy Grand Master, and Brother D. B. Whittaker, P.G.M. be thanked for representing the Central Body and the Grand Master for her informative verbal and written report."

23.1 Noted, and agreed that a supply of Oddfellows beer mats be utilised for the "2019" A.M.C. Conference Dinner.

23.2 **IT WAS RESOLVED, AGREED: "that the Grand Master be congratulated on her Chairing of the Meeting".**

2019/2/24 DATE OF NEXT MEETING:

IT WAS RESOLVED AGREED: "that the next Quarterly Meeting of the Board of Directors be held in accordance with the General Rules on Saturday, 13th April 2019."

[The Meeting closed at 2.50 p.m.]