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**GRAND UNITED ORDER OF ODDFELLOWS FRIENDLY SOCIETY NO: 204F**

**MINUTES OF THE ZOOM MEETING OF THE BOARD OF DIRECTORS**

**(COMMITTEE OF MANAGEMENT)**

**held on**

**SATURDAY, 14TH AUGUST 2021**

**Tel No: 0161 872 3356**

**Fax No: 0161 848 8574**

 **Email:** guoofs@aol.com

 **Web Site:** [www.guoofs.com](http://www.guoofs.com/)

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**(COMMITTEE OF MANAGEMENT)**

**on**

**SATURDAY, 14TH AUGUST 2021**

The Grand Master, Sister Marian A. Blankson-VanDyck presided and the meeting commenced at 9.36 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 P. C. A. Hulland**

**Also Present:**

**Principal Directors of the Grand United Trustees Limited:**

**Brother V. M. Houldsworth, P.G.M. - Chairman**

**Brother D. B. Whittaker – P.G.M.**

**Sister J. Birch**

**And**

**Brother D. Oakes Deputy Grand Secretary**

The Grand Master welcomed everyone to the meeting and said it was nice to see Brother Phil and was sorry that he had been hospitalised, and remarked that she hoped everyone else was keeping well.

**2021/8/1 APOLOGIES:**

Noted, Brother Richard Penn sent his apologies as he was unable to attend the meeting.

**IT WAS RESOLVED, AGREED:** **“that the apologies for non-attendance by Brother Richard W. Penn be accepted.**

**2021/8/2 IN MEMORIAM:**

 **Brother R. Bimpong Late of “London United” Lodge No: 11636**

It is announced with sorrow the sad passing of Brother Rex Bimpong of “London United” Lodge No: 11636.

Brother Bimpong was born on 21st September 1948 in Ghana. He came over to Britain in the late seventies to further his education. He joined the London Branch and Order on 1st February 2000. He was then very active, financial and full of beans. But shortly after becoming a member he was struck by an illness that left him in an awful state of paralysis. Brother Bimpong was recently admitted to St Georges Hospital in Tooting, London, but sadly passed away on the 24th April 2021.

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

May he rest in perfect peace.

**Sister C. Adjei Late of “London United” Lodge No: 11636**

It is announced with sorrow the sad death of Sister Cecilia Adjei of London United Lodge No: 11636.

Sister Adjei was born in Ghana on the 12th December 1942. It is not known when she came to the UK, but she joined the Lodge and Order as an Associate member on the 12th July 1997.

She was an active and regular member at meetings of both the Naomi Household of Ruth and the General Lodge. She had recently been of poor health and was admitted to St Georges Hospital in Tooting. Sadly she passed away there on the 17th June 2021.

On the Grand Master’s instruction, the meeting observed a minute’s silence in remembrance of all Brethren that have passed away since the last meeting.

**2021/8/3 MINUTES:**

 **IT WAS RESOLVED, AGREED: “that the Minutes numbered 2021/4/1 to 2021/4/23 recording the business conducted at the Meeting held Saturday the 10th April 2021 be approved and be signed by the Grand Master when next at Head Office.”**

**2021/8/4 COVID-19:**

Noted, the situation is still unclear and that all Branches should adhere to legal and Government advice when the Lodge Committees feel

comfortable to recommence face to face meetings.

**Nigel Silby, the Society’s Actuary joined the meeting.**

**2021/8/5 SOCIETY’S ACTUARY/ACTUARIAL INVESTIGATION:**

**5.0** Noted, Nigel Silby reported to the meeting, informing the valuation process including a DDIA Property Portfolio revaluation error, resulting in a revised valuation report that needs reporting to the PRA, but no change to the valuation recommendations, however he recommended that the Board still need to watch the free assets situation.

He informed of the need to inform the PRA of the valuation revisions and he will complete the official form and send to the Grand Secretary to submit to the PRA.

He confirmed his recommendations and his views reiterated from the Valuation Report.

He informed in his opinion the investment portfolio included too high a proportion of properties with the DDIA investments all being in property.

He advised that consideration be given to overseas markets for greater diversity in investments with Investec.

He suggested a need to rationalise membership including the Central Lodge to remove those above a certain age from the nominal rolls but retain on record all members removed due to advancing age.

He informed of the requirement for production of a Climate Change plan by the end of the year.

He informed that the Lodge Surplus distributions – includes some valuation deficits, caused mainly by the low interest rate he had to use in his calculations at the date of valuation.

Nigel Silby was thanked for his report and for answering all questions, at which point Nigel left the meeting..

**[The meeting was adjourned for a short coffee/tea break]**

 **IT WAS RESOLVED, AGREED: “that the Grand Secretary be authorised to submit the official form to the PRA, once prepared by the Actuary.”**

**5.1** Noted,A Zoom meeting of M&G Advisory Services, the Actuary and the Secretariat held on Wednesday 23rd June 2021 concluded subject to an amendment of the General Rules by inclusion of a new Rule 39A:

“The Board of Directors may establish, maintain and administer, such funds as it sees fit and may, after taking such actuarial and legal advice it considers appropriate, close any such funds and effect transfers between them in a manner consistent with the applicable legislation and regulations including the regulatory duty to treat customers fairly”

That it would be reasonable to transfer a portion of the Industrial Branch Fund to the Order and, as rule amendments are subject to approval by the AMC, it would be appropriate to agree a loan from the Industrial Branch Fund to the Order Distress Fund to cover the current branch valuation deficits arising from the 2020 Triennial Consolidated Actuarial Investigation.

**IT WAS RESOLVED, AGREED: “that a new Rule 39A be proposed to the 2022 AMC and a loan totalling the sum of the Branch Valuation Deficits be made from the Industrial Branch Funds to the Distress Fund”**

**5.2** Noted, the fees of M&G Advisory Services totalling £1,206.00 inc VAT have been settled.

**2021/8/6 INVITATIONS/VISITS/REPRESENTATIONS:**

Noted, the Board expressed great interest in any invitations that may be received in the future as Branch Meetings resume.

**2021/8/7 ANNUAL RETURNS/ACCOUNTS:**

Noted, All Consolidated Returns have been received and all Annual Accounts have been received and filed with the Regulators and the Board would like to take this opportunity to thank to all Branch Secretaries for meeting deadlines.

**2021/8/8 OFFICER’S LIABILITY INSURANCE:**

Noted, the current policy terminates on the 18th August 2021 and it should be considered if such cover should be renewed. The premium last year was **£2,763.00** - cover **£3,000,000.00**. A quotation has been requested.

 **IT WAS RESOLVED, “that the Grand Secretary be authorised to continue appropriate cover and renew the policy.”**

**2021/8/9 ORDER DIARY:**

 **“2022” Edition:**

Noted,175 special Order diary inserts have been ordered and the 10th April 2021 Board Meeting agreed a re-sale price of £4.00 each excluding Postage and packaging.

**2021/8/10 BOARD DEVELOPMENT COMPLIANCE:**

Noted, the new series of Skillcast courses is awaited.

**2021/8/11** **PROGRESSION OF THE ORDER:**

Noted and agreed, consideration be given to discuss at the November Board Meeting possible incentives for adult membership recruitment.

**2021/8/12 MARKETING STRATEGY:**

Noted, a suggestion was made at the Zoom AGM to discuss at this meeting the advertising of the Society’s products in publications of other Friendly Societies with the Oddfellows being mentioned, but they sell their own financial products under the guise of Unity Mutual.

**IT WAS RESOLVED, AGREED: “that the Board would look for any free publicity with local newspapers for reporting of UK Branch events (subject to notification of events by Branches) also for inclusion in the UK Order social media and to look into attending and promoting the Order at local shows next year.”**

**2021/8/13 FAMILY FUN DAY:**

Noted and agreed, that due to lack of interest, to not hold a Family Fun Day this year and to postpone to when able to meet without the likelihood of Government imposed restrictions in the year of a one day AGM.

**2021/8/14 REPORT BY THE SOCIETY’S TRUSTEE:**

Noted, a Zoom Board Meeting had been held on Tuesday 10th August 2021 and the Chairman, Brother Vaughan Martin Houldsworth reported on the following:

**(i) 56 TALBOT ROAD, OLD TRAFFORD:**

There is a possible blockage in the cellar of the new gully installed by Metrorod last year and it had been agreed to accept the quote by Metro Rod to investigate the issue.

**(ii) 2, 4 & 6 HOULDSWORTH SQUARE, REDDISH, STOCKPORT:**

No proposal by Lloyds Bank for surrender of the Lease had yet been received and it had been agreed for a Schedule of Dilapidation to be prepared by Andrew Snape (Snape Munroe).

**(iii) MONEY ON DEPOSIT:**

 The Meeting was updated on current balances.

**(iv) ACCOUNTS & REPORT YEAR ENDING 31ST DECEMBER 2020:**

The draft Directors Report and Financial Statement had been approved for adoption by the Annual General Meeting.

**(v) PORTFOLIO/BROKERS:**

The legal advice on the possibility of the Order adopting the Sponsored Crest route to paperless transactions has been circulated and it had been agreed to adopt the Sponsored Crest System.

**(vi) GROUND RENTS:**

1. **Woodford Green and 10 Garages:**

The parties involved have now hit on the idea that a subsidiary owned by the Head Lessee be used for them to transfer the Leases into that subsidiary without the raft of notices and procedures arising from the Landlord and Tenant Act 1987, and the Society’s Solicitors have suggested investigating the possibility of proceeding on the basis of a prior transfer to a subsidiary company and then the Order acquiring that company which will be a complex transaction involving transferring Leases, transferring the garages, documenting an overage so that the Grand United share in any increase in value deriving from planning permission for redevelopment of the garages. Also, the Solicitors are still trying to ascertain the position of the title registration of the land in front of the garages.

The Solicitors had provided a Letter of Engagement and Terms of Business for dealing with this matter and fees advice of £16,000 plus VAT which, after deliberation, the advice from Justin Robinson and Eric Shapiro, had been accepted for the Solicitors to proceed subject to clarification of the duties of the Leaseholder and agreement on the baseline figure of the land value at the garages.

1. **Flat 74, Woodford Green:**

A new Lease until 29th September 2179 with a consideration of £31,500 payable to the Order had been signed and more enquiries for possible extensions of Leases at both flat numbers 44 and 96 have been referred to Justin Robinson and no developments reported on others. A Counter Notice is being prepared by the Solicitors regarding Flat 94 using calculations by Eric Shapiro for a new Lease providing £17,048 consideration to the Order with £9,226.00 originally proposed.

The Trustees were thanked for their comprehensive and informative report.

**2021/8/15 ACCOUNTS PERIOD ENDED 30TH JUNE 2021:**

**15.0** Noted, the report by the Deputy Grand Secretary that the Assets and Liabilities were in balance for the period ended and the Deputy Grand Secretary reported on the budget to the meeting for which he was thanked.

**15.1** The Auditors discovered, when chasing up the customary report on internal controls operated by Investec who have changed their independent Auditor to Ernst & Young who have introduced an option for Investec clients to enter into a duty of care arrangement to place reliance on the internal controls report and consequently take action against Ernst & Young should something go wrong costing the Order money.

 **IT WAS RESOLVED, AGREED: “that the Order take up the duty of care arrangement.”**

**2021/8/16 FRATERNAL MOVABLE CONFERENCES/AFFILIATED LODGES:**

 **Ghana & Jurisdiction:**

Noted, the written report by the Grand Master on her attendance at the FAMC of Ghana held on 29th July – 2nd August 2021, had been circulated by email and she reported verbally and wanted to place on record her thanks for the hospitality accorded to her.

**IT WAS RESOLVED, AGREED: “The Grand Master be thanked for her report and for representing the Central Body”.**

**Puerto Rico Jurisdiction:**

Noted, judgment has been received and circulated along with a letter from the Grand Master of Puerto Rico & Jurisdiction and it was noted that the Judgment recorded the Committee of Management elected by the last FMC of the Jurisdiction be reinstated as the presiding Officers and the meeting agreed regarding overseas to maintain open lines of communication.

**Other Countries:**

Noted, there have been some inquiries from members of other Societies overseas (not members of the Order) wishing to open branches in countries where there are none and agreed, as previously, any such inquirers be informed to contact their own Order.

**2021/8/17 “2021 ZOOM ANNUAL MOVABLE CONFERENCE:**

Noted, the Report of Conference has been distributed free of charge to each branch and £12.00 each including P&P retained as the cost for additional copies.

**2021/8/18 “2022” ANNUAL MOVABLE CONFERENCE:**

Noted, the Blackpool Village Hotel’s proposals had been circulated and noted that the hotel is charging supplements, as the Conference will restrict their wedding business to which they were prioritising and the situation regarding current restrictions, had also been circulated.

**IT WAS RESOLVED, AGREED: “that the Grand Master and Secretariat meet with the hotel and be authorised to make the booking if considered suitable.”**

**2021/8/19 “2023” ANNUAL MOVABLE CONFERENCE:**

Noted, the proposal from the possible venue had been circulated.

**IT WAS RESOLVED, AGREED: “to book the Copthorne Hotel, Manchester, including the Silver Menu option for the social dinner.”**

**2021/8/20 HEAD OFFICE STAFF/PREMISES:**

Noted, there is a possible blockage in the cellar of the new gully installed by Metrorod last year and arrangements to be made for Metrorod to investigate.

**2021/8/21 CLIMATE CHANGE PLANS:**

**IT WAS RESOLVED, AGREED: “That consideration be given to formulation of a plan.”**

**2021/8/22 LUNCHEON ARRANGEMENTS:**

 **IT WAS RESOLVED, AGREED: “that everyone be responsible for their own arrangements”.**

**2021/8/23 DATE OF NEXT MEETING:**

**IT WAS RESOLVED, AGREED: “that the next meeting of the Board of Directors be held in accordance with the General Rules on Saturday 13th November 2021.**

**[The Meeting closed at 12.38 a.m.]**

**SIGNED: …………………………………. (Chairman)**

**DATED: …………………………………. (2021)**