



GRAND UNITED ORDER OF ODDFELLOWS FRIENDLY SOCIETY NO: 204F

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
(COMMITTEE OF MANAGEMENT)**

Held at

TRAFFORD HALL HOTEL, OLD TRAFFORD,

on

SATURDAY, 12TH FEBRUARY 2022

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**The Grand Master, Sister M. A. Blankson-VanDyck presided
and the Meeting commenced at 09.36 a.m.**

PRESENT:

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

Directors:

**Sister P. A. Palmer
Brother M. Gordon
Brother P. C. A. Hullah**

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
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The Grand Master, Sister Marian A. Blankson-VanDyck warmly welcomed everyone to the first face to face Board meeting since February 2020 and hoped that everyone was keeping well.

2022/2/1 MINUTES:

IT WAS RESOLVED, AGREED: “that the Minutes of the Quarterly Meeting held on the Saturday 13th November 2021 numbered 2021/11/1 to 2021/11/23 be now signed by the Grand Master as a correct record of the business conducted thereat”.

2022/2/2 BUSINESS WITHOUT NOTICE:

IT WAS RESOLVED, AGREED “that an invitation and a Head Office matter both be included at the agreed item numbers in the Agenda”.

2022/2/3 INVITATIONS/VISITS/REPRESENTATIONS:

3.0 Noted, an invitation had been received from the London United Lodge Committee of Management to the Grand Master, Deputy Grand Master and all Board members and their partners to attend a Lodge of Sorrow and Memorial Service for all departed Brethren including Past Grand Master Brother Michael Nsiah-Buadi and Lodge Trustee Brother Stephen Yaw Okyere at the Holy Trinity Church Hall, 74 Trinity Road, London, SW17 7RH at 3.00 p.m.

IT WAS RESOLVED, AGREED: “that the invitation be accepted and the Grand Master and Deputy Grand Master with Consorts, be the official representatives of the Central Body and anyone else attending the service to inform the Lodge Secretary Brother Joe Wryter”.

3.1 Noted, the advice of Past Grand Master Brother D. B. Whittaker that a reception in honour of the Grand Master Elect Sister Sally Whitehouse has been scheduled for Saturday 10th September 2022 at Gomersall Park Hotel and formal invitations will be issued in due course.

2022/2/4 ANNUAL RETURNS/ACCOUNTS:

Noted, the deadline for receipt of the new Consolidated Returns is the 28th February 2022 and the update from the Grand Secretary on the current position.

2022/2/5 ORDER DIARY:

5.0 2022 Edition:

Noted, 175 Order diary inserts were ordered and all Branch orders had been fulfilled with remaining stock distributed overseas as agreed by the 13th November 2021 board meeting.

5.1 2023 Edition:

IT WAS RESOLVED, AGREED: “that a quotation be obtained for 175 Order diary inserts”.

2022/2/6 EXPENSES – GENERAL RULE 7(11):

Noted, It is the responsibility of this meeting to review the rates of allowances payable under the terms of this rule with effect from the immediate subsequent A.M.C.

The provisions of sub-section (a) – (c) are applicable for the 2022 Annual Movable Conference with travel expenses applicable and it has been intimated in the Advance Notice of Conference that expenses are expected to be settlement of the half board accommodation for delegates and partners for a maximum of 3 nights at the Village Hotel, Blackpool with the account settled centrally and everyone being responsible for their own additional room charges including extra nights' accommodation.

IT WAS RESOLVED, AGREED: “that the expenses payable to the 2022 Annual Movable Conference be the Central Settlement of the half board account at the Blackpool Village Hotel, Blackpool for a maximum of 3 nights with everyone being responsible for their own room charges including additional nights' accommodation”.

2022/2/7 SOCIETY'S ACTUARY/ACTUARIAL INVESTIGATIONS:

Noted, a Zoom meeting with the Actuary and Secretariat planned for Friday 4th February 2022 has to be rescheduled due to illness on the Actuaries Team.

2022/2/8 COMPLIANCE MATTERS INCLUDING CONDUCT RISK:

8.0 Noted, The Board of Directors are required to review annually the compliance arrangements in existence.

- (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, electronically where possible.
- (iii) 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”.

IT WAS RESOLVED, AGREED: “that the existing procedures be considered satisfactory.

8.1 Noted and considered, a letter from the Prudential Regulation Authority appended to the Agenda, and that the Secretariat were awaiting discussion with the Actuarial Team for guidance.

2022/2/9 BOARD DEVELOPMENT AND COMPLIANCE:

Noted, the new Skillcast courses are still awaited.

2022/2/10 FRATERNAL MOVABLE CONFERENCE/AFFILIATED BRANCHES

10.0 Puerto Rico & Jurisdiction:

Noted, it seems the expelled Brothers were still trying to form a Committee of Management and withholding certain items from the Committee of Management elected by Conference, but the Court of Appeal has now issued Judgement acknowledging that the Brothers were legitimately expelled from the Order and that the legally constituted members of the Committee of Management include Brother Carlos M. Sepulveda Irizarry, Grand Master and Brother Guillermo Ayuso Cordero, Grand Secretary.

10.1 Trinidad Star Lodge No: 4736, Trinidad:

Noted, the long serving Lodge Secretary, Brother Cecil Chanicka, has informed that two Brothers have been expelled from the Lodge and have, since being expelled, gathered some unfinancial Brothers and cut the lock to the Lodge Room, held a meeting and election of Officers and the matter is under Police investigation.

Further noted, that the Lodge Dispensation has been stolen and if necessary, the Board can issue a replacement.

2022/2/11 REPORT BY THE SOCIETY’S TRUSTEE:

Noted, a meeting had been held on Tuesday, 8th February 2022, and the Chairman, Brother V. M. Houldsworth P.G.M. reported that this was fully quorate and after the meeting the representation of the Society’s auditors attended to verify the Deed List produced by the Secretary.

(i) OLD TRAFFORD PROPERTY:

The Ground Floor Suite has been vacant since just before the Christmas shutdown and Justin Robinson is to provide a Schedule of Dilapidations to the previous tenants and a plan for re-letting the suite possibly a split format with the Manager of the previous tenants interested in being one of the new tenants.

Following a sonar scan in the basement, a date is awaited from Metrorod for exploratory excavation to determine where the blockage is and the action required but a quotation for the work has been approved.

(ii) STOCKPORT PROPERTY:

Justin Robinson had reported that the Branch closed in March 2021 and the lease expires 24th December 2022.

Lloyds had originally talked with Justin about a surrender whereby they pay a sum and walk away from the premises. Having raised it themselves, their agent subsequently said it wasn't something they would pursue due to any offer Lloyds would make would be so derisory we wouldn't want to listen to it. Lloyds therefore remain committed to the property until the end of this year and have asked us to assess dilapidations and Andrew Snape inspected the property a few months ago. Justin has been chasing his final report and costings and expects to have that very shortly. It's proved protracted because Andrew has needed some analysis carrying out on certain elements of the structure. Few have been willing or able to advise – with reference to the roof tiles in particular. Andrew feared they were asbestos containing and they are. Once Justin has the report we will know more fully what Lloyds exposure is to reinstatement and repair. Justin will then be able to then consider the position more fully in the context of what we can realistically expect Lloyds Bank to do to the property or pay for.

Going forward Justin is concerned about the property's future in terms of a likely occupier and likely rental income. Since Lloyds vacated in March last year, they have had the property on the market. There was a little bit of interest from an Italian restaurant which hasn't developed. Beyond that, the only interest they have had is from a charity. It rather tells a tale about the level of demand for a property of this nature in the current climate. There was some interest and an offer about 12 months ago from Jerrold Property Consultancy acting on behalf of a client. They offered £200,000 at the time and Justin requested further information but all went quiet. Interestingly, Jerry of Jerrold Consultancy called Justin last week and has confirmed his client's offer of £200,00 still stands. An interesting development. Nothing known of his client at this stage. Justin wants to take that bid quite seriously as it may prove to be a sensible solution. He is not convinced that hanging onto the property in the hope that we can relet it is a solution particularly given Lloyds Bank's agent's failure to let it despite having had it on the market for 12 months.

Justin needs to study the dilapidations report which, as touched on, he is chasing. He can then put together a strategy and advise the best way forward.

(iii) HARROW PROPERTY:

The Lease was a term of 20 years from 25th December 2001 and Justin Robinson is yet to report on new Lease negotiations apart from he expects a significant uplift due to the flat above now being taken into account in negotiations.

(iv) LITTLE HULTON, MANCHESTER PROPERTY:

The lease ends on 30th January 2023 and Justin plans to speak to the tenant regarding their intentions.

(v) MONEY ON DEPOSIT:

The current position was highlighted.

(vi) BROKER'S PORTFOLIO:

There was a general discussion on the portfolio.

(vii) GROUND RENTS:

(i) WOODFORD GREEN AND FONTAYNE GARDENS:

Justin Robinson reported about the deal with Shulem B. He is entirely sure we will get this deal done but unfortunately as is the way with Shulem B, it is an extremely frustrating process. The Society's Solicitors and Justin have spoken in the last couple of weeks. The Solicitors have done everything they can and await response from Shulem B's Solicitors. Justin fears the matter is simply on their 'to do' list. He has spoken with Eric Shapiro who has contact with Shulem B. He has been in touch with one of the principal Trustees at Shulem B and they have expressed surprise that the matter has not been dealt with. They apparently remain keen to do the deal which of course they should given it was their proposal in the first place. Justin has asked The Solicitors to speak with Shulem B's Solicitors, Hamlin's, in the hope that some telephone dialogue might unlock the situation. Justin has also asked that the principal trustee of Shulem B put some pressure on their Solicitors in order that we can hopefully bring this matter to a conclusion. As always, he will stay close to it and the sooner we can see it over the line, the better.

(ii) Woodford Green, Essex

Justin had reported on the current situation in terms of ongoing leasehold extensions and freehold sales which were detailed to the meeting.

It is a frustrating and wearing process and the sooner Shulem B fall away from the equation, the better. At that point the Order will have much more control of the process and dealing with extensions and

freehold sales will be more straightforward and certainly more rapid. At that point Justin will also be giving further thought to how we deal with extensions and freehold. To date we have always conducted these by informal negotiation unless tenants have elected to serve notice. Dealing with matters by informal negotiation should be the best way forward but unfortunately it tends to give rise to an awful lot of to-ing and fro-ing, tenants wittering about fees etc. It can involve ourselves, Eric and yourselves in lots of time and dialogue which we can't charge tenants for. Part of him is minded to require all tenants to serve formal notice if they wish to extend their lease or require the freeholds. It is a formal way of dealing with things and a number of landlords operate this way for all the reasons he has flagged above. He needs to weigh up the pro's and con's more fully and Justin can then advise as to what he feels is the best way forward in the specific circumstances of our portfolio at Lechmere Avenue. Before he can do that, we really need to get Shulem B out of the picture and hopefully we are not far away from that.

(viii) CLIMATE CHANGE PLANS:

Noted, there was general discussion and a Zoom meeting with the Actuary team has to be rescheduled due to illness on their side.

(ix) 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 2021, which were compared with Certification of Holdings provided by the Brokers and Solicitors and the accuracy of the list was verified accordingly.

The Trustees were thanked for their comprehensive and informative report.

2022/2/12 ACCOUNTS YEAR ENDED 31ST DECEMBER 2021:

12.0 Noted, the audit is scheduled to commence on Monday 14th February 2022.

12.1 Noted, the Deputy Grand Secretary reported to the meeting.

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."

2022/2/13 HEAD OFFICE STAFF/PREMISES:

- 13.0** Noted, the Ground Floor Suite has been vacant since just before the Christmas shutdown and Justin Robinson is to provide a Schedule of Dilapidations to the previous tenants and a plan for reletting the Suite possibly in a split format with the Manager of the previous tenants interested in being one of the new tenants.
- 13.1** Noted, following a sonar scan of the basement, a date is awaited from Metrorod for exploratory excavation to determine where the blockage is, and action required although a quotation has been approved.
- 13.2** Noted, The Grand Secretary's Secretary, Claire, has given formal notice of her intention to leave and therefore a replacement will need to be found.

IT WAS RESOLVED, AGREED: "That the Grand Secretary be authorised to find a replacement and Board to express sadness and thanks to Claire for her service".

[The meeting adjourned for coffee/tea break at 10.42 a.m. and resumed at 11.13 a.m.]

2022/2/14 CLIMATE CHANGE PLANS:

Noted, the Actuary is to advise action required during a Zoom meeting with the Secretariat scheduled for Friday 4th February 2022.

2022/2/15 MARKETING STRATEGY:

Noted, exhibiting at outdoor trade shows had been discussed and details of the Royal Cheshire County Show including a list of all charges had been circulated and after consideration, it was agreed not an ideal location or schedule and to await details of the other shows discussed.

2022/2/16 "2022" ANNUAL MOVABLE CONFERENCE:

- 16.0** 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 2022 will be listed and submitted to this meeting.

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 & Sunday the 28th/29th May 2022 at The Village Hotel, East Park Drive, Blackpool. 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".

IT WAS ALSO RESOLVED: "that a job advert for a fourth Director be included in the AMC Agenda

- 16.1 IT WAS RESOLVED, AGREED: " that the current Arbitrators be invited to remain in Office and the Grand Secretary be given authority to approach a suitable replacement if any current Arbitrator declines."**
- 16.2 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 retiring Grand Master receive the sum of £1,500.00 and for the usual honorarium to Principal Directors of the Society's Trustees be at the rate of £500.00 each".**
- 16.3 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 and the Grand Master's allocation of Clauses to each Director".**
- 16.4** Noted, Nick Mager has been booked to provide the Saturday night entertainment and that a deposit of **£150.00** has been paid.
- 16.5** Noted, It has now been clarified, rather than a separate restaurant, there are now two pub and grills, serving the same menu just increasing capacity, but everyone to dine in the Inspiration Suite on the Saturday night and a menu now agreed for consideration in due course to enable attendees to select their choices in advance and that a £25.00 per person evening meal allowance excluding drinks, be applicable for Friday and Sunday night.
- 16.6** Noted, 10 Branches have registered Credential Forms resulting in 25 Delegates and 2 Past Grand Masters have informed they will be attending the AMC.
- 16.7** Noted, A further approach has not yet been made to the St Paul's, Marton for a Service of Dedication but that a further approach would be made after all restrictions had ended.
- 16.8** Noted and agreed that there would be no need to order face masks as they are no longer required.

2022/2/17 “2023” ANNUAL MOVABLE CONFERENCE:

Noted, the booking at the Copthorne Hotel, Old Trafford is finally confirmed and deposit now paid and to aid in reserving accommodation, a copy of this year’s rooming list has been provided to the meeting and events co-ordinator and it has been confirmed if the hotel is unable to hold the event due to Government restrictions, it can be rescheduled or a full refund be offered.

IT WAS RESOLVED, AGREED: “to change to the Gold menu for the social dinner, which includes a greater choice, and to check hotel car parking, that there are no charges”.

2022/2/18 LUNCHEON ARRANGEMENTS:

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

2022/2/19 DATE OF NEXT MEETING:

IT WAS RESOLVED AGREED: “that the next Quarterly Meeting of the Board of Directors be held on Saturday the 9th of April 2022 at Head Office premises.

[The Meeting closed at 12.31 p.m.]

SIGNED: (Chairman)

DATED: (2022)