



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, 10TH FEBRUARY 2024**

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**ZOOM MEETING OF THE BOARD OF DIRECTORS
(COMMITTEE OF MANAGEMENT)
HELD ON SATURDAY, 10TH FEBRUARY, 2024**

The Grand Master S. R. Whitehouse presided and the meeting commenced at 9.30am.

Present:

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

Directors:

**Brother M. Gordon
Brother M.J. Dyche
Brother J.B. Mellor**

**Principal Directors of
Grand United Trustees Lt:**

Brother V.M. Houldsworth P.G.M	-	Chairman
Brother D. B. Whittaker P.G.M		
Sister J. Birch		

Also attending

Brother D. Oakes	-	Deputy Grand Secretary
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The Grand Master Sister S. R. Whitehouse welcomed everyone to the Zoom February Board Meeting and informed that on the table, in this case circulated were copy of her report for herself and the Immediate Past Grand Master Sister Marian Blankson-VanDyck representing the Central Body at the Bingley United Lodge No. 774 Annual General Meeting, Friday 8th December 2023. Copy of a circulation from the Prudential Regulation Authority concerning Insurance Supervision 2024 Priorities and a copy of the Deed List as at 31st December 2023.

2024/2/1 APOLOGIES:

Noted Brother P.C.A. Hulland had provided his apologies for non attendance due to work commitments.

IT WAS RESOLVED, AGREED: “that the apologies for non attendance by Brother P.C.A. Hulland be accepted”.

2024/2/2 IN MEMORIAM:

Brother Brian John Greenaway

- 2.0** Noted a communication had been received from Solicitors informing of the death of Brother B.J. Greenaway, Flowers of May Lodge No. 617 Bradford on the 2nd December 2023 and the communication including Death Certificate were forwarded to the Lodge Secretary Brother J.R. Dyche who will be providing a write up for the In Memorium booklet issued at Conference. **On the Grand Masters instruction the meeting stood a minutes silence.**

2024/2/3. MINUTES:

IT WAS RESOLVED, AGREED: “that the minutes of the Board Meeting held Saturday 11th November 2023 (numbered 2023/11/1 – 2023/11/23) be now confirmed as a correct record and signed by the Grand Master when next at Head Office”.

2023/2/4. INVITATIONS/VISITS/REPRESENTATIONS:

4.0 Dennis Orton Lodge No 94 Huddersfield:

Noted, an invitation has been received from the Lodge Committee of Management for the Grand Master and Grand Secretary with consorts to be official representatives of the Central Body at the Lodge Social evening scheduled Saturday 23rd March 2024 at the Irish Centre, 86 Fitzwilliam Street, Huddersfield HD1 5BB from 7.30pm.

The invitation is warmly extended to the Board of Directors, Trustee and families along with Head Office Staff.

The evening to be a relaxed affair with a buffet, disco and raffle all proceeds donated to the Grand Masters chosen charity – The Brain Tumour Charity.

Chains of office would be welcomed but not obligatory.

IT WAS RESOLVED, AGREED: “that the invitation be accepted and the official representatives of the Central Body be the

Immediate Past Grand Master Sister Marian Blankson-VanDyck and Deputy Grand Secretary Brother David Oakes.

“Noted that any other Director or Trustee wishing to attend the function would communicate direct to the Lodge Secretary Sister Belinda Gale by the 1st March 2024 deadline”.

4.1 London United Lodge No. 11636 Lodge Sorrow of Meeting:

Noted The London United Lodge No. 11636 will be holding a Lodge Sorrow & Memorial Service on Saturday 6th April 2024. The event will be held at the Holy Trinity Church, 74 Trinity Road, London SW17 7RH at 3.00pm and The Lodge Committee of Management wish to extend an invitation to the Grand Master, The Deputy Grand Master and all Board members and their partners to the special service which is being held in honour and memory of the departed Brethren.

IT WAS RESOLVED, AGREED: “that the invitation be accepted and the Grand Master, Deputy Grand Master and Deputy Grand Secretary be the official representatives of the Central Body”.

2024/2/5. ANNUAL RETURNS/ACCOUNTS:

Noted, the deadline for receipt of the Consolidated Returns is the 29th February 2024. It was also Noted the Financial Conduct Authority had informed of a change of submission for annual accounts both the Order and Branches and it would appear the same letter has been sent to all Branch Secretaries and the Order Secretary and were first brought to light by Sister Lynne Ramsden of Bingley United Lodge No. 774 informing the Grand Secretary of the letter she had received. It would appear that the FCA has introduced a portal for submission of annual accounts and is no longer accepting submission by email but will still accept hard copies by post. Last year all annual accounts including the Order were submitted by email with Branch accounts having been provided electronically and the Grand Secretary has enquired of the FCA of the possibility of Head Office setting up a personal account to be able to submit all Branch 2023 accounts, with the letter having informed that only 5 people can be associated with the Society, therefore impossible for all branches to create their own portal and when more is known this will be relayed to all Branch Secretaries.

2024/2/6. ORDER DIARY:

6.0 2024 Edition:

Noted, 175 Order diary inserts were received and all Branch orders have been fulfilled and any stock remaining distributed to Overseas as agreed by the 11th November 2023 Board Meeting.

6.1 2025 Edition:

IT WAS RESOLVED, AGREED: “that the Grand Secretary obtain a quotation for both 150 and 175 Order Diary inserts for consideration by the next meeting of the Society’s Board of Directors”.

2024/2/7. 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.

Despite being a One Day Conference it is the Installation Conference and considered that the provision of sub-section (a)-(c) be applicable including travel expenses and it has been intimated to Lodge Secretaries in the Advance Notice of Conference that expenses were expected to be settlement of the half board accommodation for delegates and partners for a maximum 2 nights at the Imperial Hotel, Llandudno with the account settled centrally and everyone responsible for their own additional room charges including any extra nights’ accommodation.

IT WAS RESOLVED, AGREED: “that the Installation Conference be treated as a two day Conference as per the General Rules and expenses payable be travel expenses and central settlement of the half board account at the Imperial Hotel, Llandudno for a maximum of two nights with everyone being responsible for their own additional room charges including any extra nights accommodation”.

2024/2/8. SOCIETY’S ACTUARY/ACTUARIAL INVESTIGATIONS:

8.0 Noted, data is being provided to the Actuary in line with the agreed timetable for him to produce a consolidated Triennial Actuarial Investigation as at the 31st December 2023 to meet the submission date of 30th June 2024.

8.1 Noted, the properties of the Order Investment Fund have been revalued as at 31st December 2023 and copy Deed Listing had been circulated.

2024/2/9. BRANCHES:

9.0 Noted, the 2024 Lodge meeting dates for both Cawdry Lodge No, 138 Leek and Woodlands Lodge No. 185 Haworth have been circulated and the Grand Master has informed that she intends attending the Tuesday 13th February meeting of Woodlands Lodge No. 185 Haworth which has been conveyed to the Lodge Secretary Bro. D. Hanson and Assistant Lodge Secretary Sister M. Hanson-Ratcliffe.

9.1 Bingley United Lodge No. 774 Bingley

Noted, The Grand Master Sister S.R. Whitehouse and Immediate Past Grand Master Sister M.A. Blankson-VanDyck represented the Central Body at the Lodge Annual General Meeting held Friday 8th December 2023 and the Grand Master had provided her written report for which she was warmly thanked by the meeting.

2024/2/10. COMPLIANCE MATTERS INCLUDING CONDUCT RISK:

10.0 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.
- (iv)** A nomination form is now included in all Welcome Packs and a PDF nomination form is on the website.

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

10.1 Noted, A letter from the Prudential Regulation Authority titled ‘Insurance Supervision: 2024 Priorities’ had been circulated and the killer paragraph appears to be on page 4 concerning operational resilience and Elaine Fairless has been asked what action needs to be taken by this Society, when her response has been received it will be circulated accordingly.

2024/2/11. BOARD DEVELOPMENT & COMPLIANCE:

Noted, no new Skillcast courses have been circulated, waiting until after the installation of the new Board of Directors.

2024/2/12. FRATERNAL MOVABLE CONFERENCES/AFFILIATED BRANCHES:

12.0 **Trinidad Star Lodge No: 4736, Trinidad:**

Noted, the issues of Lodge administration are ongoing with the matter in the hands of the Solicitors challenging the directions from the Trinidad Registry of Friendly Societies and resolution was awaited.

2023/2/13. REPORT BY THE SOCIETY'S TRUSTEE:

Noted, a meeting had been held on Tuesday, 6th February 2024, and the Chairman Brother V. M. Houldsworth P.G.M reported it was fully quorate and after the meeting Martin Chatten representing the Society's Registered Auditor (RPG) attended to verify the Deed List produced by the Secretary. The Chairman reported on various matters considered at the meeting.

(i) Head Office Property:

Justin Robinson had sent a claim to the previous tenant in connection with dilapidation costs. They had informed they were appointing a Surveyor to act on their behalf. Justin will keep pressing and if it continues much longer may have to consider making a formal claim. During the Audit at Head Office of the accounts year ended 31st December 2023 one of the Auditors had uncovered from the Deed List register two individuals not Society related named in respect of 56 and 58 Talbot Road and the Solicitors had been instructed to review the Deeds they hold and had confirmed that the interest the Order has in the property is Leasehold. In the Deed pack the Lease dated 19th August 1920 made between one Pall Mall Property Company Ltd and two William Fox was for the term of 999 years less 10 years. The lease was assigned to the Society by way of an assignment dated 26th September 1963 which both Justin Robinson and the Society's Solicitors confirmed is equivalent to being Freehold and the Solicitors had been instructed to arrange for the Leasehold to be registered.

(ii) Reddish Property:

Following the internal flooding due to the previous tenant's Property Managers negligence whilst still under lease which has now ended a complete specification for renovation works have been finalised. The specification had been issued to five contractors for pricing which have all now been returned. Information provided to the Society's Solicitors who will make a claim against the former tenant in the sum of £439,927.52. Negotiation will now commence for the settlement, to be a cash settlement negotiated by the Orders appointed Surveyor Andrew Snape who will make his recommendations and seek the Order Trustee approval before agreeing anything. Due to the substantial sum involved it will be a complex negotiation and Justin Robinson as the Society's Property Advisor will be keeping the Trustee posted and has also informed that the potential tenant previously identified remains interested and Justin will keep him advised of progress.

(iii) Little Hulton Property:

Noted, a new lease is with the tenant for signature. As previously the situation is that she now holds over. The terms of the lease remain in place as does the rent. She could give one quarters notice to quit.

The tenant has been hard to pin down on the matter. Justin had contact with her pre-Christmas and she said she was struggling to recruit a nursery manager and did not want to commit to a new lease until she had one in place. She has also gone on to say the business is struggling as a result.

Justin is keeping a close eye on this. There isn't a great deal we can do and Justin has requested a meeting with her but thus far she hasn't confirmed availability.

She continues to pay the rent although there was a hiccup this month which she said was a mistake. Justin will keep us posted.

(iv) MONEY ON DEPOSIT:

The meeting was updated on the current position.

(v) Ground Rents:

(i) Fontayne Gardens:

The Society's Solicitors were dealing with this matter which continues to drag and as previously in the mix tenants were keen to conclude the matter of their Freehold purchase. The Society's Solicitors previously reported and maintained it was linked to the deal with the Head Lessee but Justin Robinson had asked colleagues at the Society's Solicitors to look into that and see if there was a way of concluding the Freehold purchase of certain tenants in the absence of the deal with the head Lessee which will result in a capital receipt of £26,692.00.

(ii) Woodford Green Properties:

The current situation in terms of ongoing leasehold extensions and freehold sales were detailed:-

- (i) 82-84 – freehold sale – premium £26,692 agreed – in legals. As previously this particular deal seems entrenched in the Shulem B deal.
- (ii) 36 – Lease extension. Premium agreed and now in legals. Premium £201,776.

- (iii) 56 – Lease extension. Notice received. Eric has prepared valuations and proposed a premium of £9,838. Counter notice will be served at this figure.
- (iv) 78 – Freehold acquisition to include number 80. The owner is in touch with Justin. No notice has been served and Justin is looking to agree a way forward by negotiation. No numbers have been tabled at this stage. Eric has discussed this with Justin. Eric is away until the 7th February and will pick it up with Justin then.

(vi) Property Revaluations:

Justin Robinson has revalued the Order Investment Fund land and buildings as at 31st December 2023 and copies of his report received consideration by the meeting and it was noted that the valuation of the Reddish property had been substantially reduced due to being valued in its current state and not its future state following renovation and refurbishment.

(vii) Verification of Documentation:

Following the meeting of the Trustee the Deed listing was verified by the Directors of the Trustee and representative of the Society's Auditors and the Chairman was thanked for his comprehensive report.

2024/2/14. ACCOUNTS YEAR ENDED 31ST DECEMBER 2023:

Noted, the audit of the Order accounts was carried out the week commencing Monday 29th January 2024 and the Deputy Grand Secretary reported on the 2023 accounts to the meeting.

IT WAS RESOLVED, AGREED: "The accounts submitted be approved subject to any amendments necessary to comply with 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 Society's Act 1992".

[The meeting adjourned for coffee break 10.30am and resumed at 10.40am]

2024/2/15. PROGRESSION OF THE ORDER AND MARKETING STRATEGY:

15.0 Great Yorkshire Show:

Noted, an application has been made to take a trade stand at the 2024 Great Yorkshire Show being held Tuesday 9th – Friday 12th July 2024 and from February – April, new exhibitors who have returned their application forms are to be offered stands if any suitable spaces become available.

The submission of an application does not guarantee an offer of space it is designed to provide details of requirements not an actual booking form to book trade stand space.

If they have a suitable site to offer us an offer will be sent by email with the site clearly marked and full payment required to confirm the booking.

15.1 Emley Show:

Noted, at the date of this meeting they were taking applications only for free charity stands for the 2024 show Saturday 3rd August at Factory Farm right under the iconic Emley mast.

2024/2/16. HEAD OFFICE STAFF/PREMISES:

Noted, Justin Robinson has sent a claim to the previous tenant in connection with dilapidation costs. They have informed they are appointing a Surveyor to act on their behalf, Justin will keep pressing but if no response we may need to consider making a formal claim.

2024/2/17. “2024” ANNUAL MOVABLE CONFERENCE:

17.0 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 2024 had been listed and submitted to this meeting.

IT WAS RESOLVED, AGREED: “That the Grand Secretary be now given authority to issue the Formal Notice in respect of the Annual Movable Conference to be held on Saturday 18th May 2024 at the Imperial Hotel, Llandudno. 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, AGREED: “that the Board of Directors propose in respect of grants of money in accordance with provisions of General Rules that they be recommended that the retiring Grand Master receive a sum of £1650.00 and the usual honorarium for the Principal Directors Society’s Trustee be at the rate of £550.00 each”

IT WAS ALSO RESOLVED, AGREED: “that the current Arbitrators be invited to remain in office but the Grand Secretary be given authority to approach a suitable replacement if any current Arbitrator declines”.

IT WAS ALSO NOTED AND RESOLVED, AGREED: “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 Masters allocation of clauses to each Director and for the Directors preparing clauses in their entirety to provide the bones of their clauses to the Grand Secretary prior to the April Board Meeting”.

17.1 Noted, a rooming list has now been provided to the Imperial Hotel, on a half board basis with Saturday buffet lunch and Social Dinner on the Saturday.

17.2 Further noted 12 Branches have registered Credential Forms resulting in 29 delegates including two from overseas and four Past Grand Masters have informed they will be attending the AMC.

NOTED AND RESOLVED, AGREED: “that the Saturday evening social to include a raffle and Sister J Birch be authorised responsibility to organise prizes at the budget limit now agreed by the meeting”.

17.3 Further noted it was agreed at the 11th November 2023 Board Meeting to cancel the live streaming of Conference and to consider the possibility of broadcasting conference via Zoom which had been minuted and there has been no indication of interest in a Zoom broadcast and agreed the Grand Secretary to contact Warren Tolley about the cost of videoing and possible transmission of the installation of Officers and Board of Directors at the close of Conference and to circulate the Board when known.

17.4 Further noted, several Brothers from Ghana & Jurisdiction wishing to attend Conference as Observers at the request of the Grand Secretary of the Jurisdiction Brother S. K. Bimpong-Acquah had been sent sealed letters of invitation to help the Brothers to procure visas to attend the Conference.

2024/2/18. “2025” ANNUAL MOVABLE CONFERENCE:

Noted, that a contract had been received for signing and submission to confirm the booking of the Copthorne Hotel for the Saturday 17th May 2025 Annual Movable Conference.

2024/2/19. “2026” ANNUAL MOVABLE CONFERENCE:

Noted the Deputy Grand Master Sister P.A. Palmer to investigate her choice of possible venue for the Annual Movable Conference in 2026.

2024/2/20. LUNCHEON ARRANGEMENTS:

Noted and agreed the Grand Secretary to make the appropriate booking at the Quay House, Beefeater for luncheon.

2024/2/21. OTHER ADMISSIBLE BUSINESS:

- (i) Noted and Agreed that the scheduling of the 2024 Llandudno Annual Movable Conference to be included in the Events Section of the Order Website and the Order Facebook account.
- (ii) Noted and Agreed that samples of Order merchandise be displayed at Conference”.

2024/2/22. DATE OF NEXT MEETING:

IT WAS RESOLVED, AGREED: “That the next Quarterly Meeting of the Board of Directors be held at Head Office Saturday 13th April 2024, commencing 9.30am”.

[Meeting closed at 11.28am]

Signed: (Chairman)

Date: (2024)