



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 NOVEMBER 2020**

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(COMMITTEE OF MANAGEMENT)**

**on
SATURDAY, 14TH NOVEMBER 2020**

**The Grand Master, Sister M. A. Blankson-VanDyck presided
and the Meeting commenced at 09.33 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. 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
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The Grand Master, Sister Marian A. Blankson-VanDyck welcomed all to the second virtual meeting, hoping everyone was keeping safe during the current pandemic.

2020/11/1 IN MEMORIAM:

Minutes Silence:

Upon the Grand Masters instruction, the meeting held a two minute silence in recognition of “Armistice Day” and in remembrance of all other Brothers and Sisters who have passed away during the last twelve months.

May they rest in perfect peace.

2020/11/2 MINUTES:

2.0 IT WAS RESOLVED, AGREED: “that the Minutes of the Quarterly Zoom Board Meeting held on Saturday, 8th August 2020, numbered: (2020/8/1 – 2020/8/25) be approved as a correct record of the business conducted thereat to be signed by the Grand Master when possible.”

2020/11/3 BUSINESS WITHOUT NOTICE:

Noted and Resolved Agreed, a letter received from the Society’s Actuary to receive consideration at the agreed point in the Agenda.

2020/11/4 BRANCHES:

Noted, all branches were required to hold an Annual General Meeting by the 30th September 2020 and online meetings were perfectly acceptable.

2020/11/5 SOCIETY’S ACTUARY/ACTUARIAL INVESTIGATION:

5.0 Noted, the Actuary had provided his written comments on possible Branch Valuation Deficits when he completes the Actuarial Investigation as at 31st December 2020, the Valuation Interest Rate methodology is driven by the yield on 15 year gilts. Consequently, for a given set of cash flows, the lower the valuation rate of interest the greater the liability and if the valuation rate at the 31st December 2020, remains at a yield per annum of 0.55%, the Actuary’s approximate estimates of the surplus at the valuation would result in several Lodges having a valuation deficit, and the Actuary has been asked for his thoughts on the possibility of transferring a sum from the Industrial Branch Fund to the Order Distress Fund which under General Rule 41, branches may apply for assistance when valuation deficits are applicable, and the Actuary’s comments are awaited.

5.1 Noted, the Society’s Property Adviser, Justin Robinson, will be preparing property valuations as at the 31st December 2020 for the properties in the Order Investment Fund and also for Lodge No: 185 – Haworth and the only other branches with properties are Derby District who arrange their own valuations.

5.2 Further noted, in accordance with the agreed timetable, from early next year the Actuary will be provided with the data he requires to undertake the Consolidated Triannual Actuary Investigation as at 31st December 2020.

2020/11/6 PASSWORD:

IT WAS RESOLVED AGREED: “that from the 1st January 2021, and for twelve months thereafter, or until such time as subsequently revised, the Password for the Order be as follows.”

LODGE OUTSIDE	-	hopdk
LODGE INSIDE	-	eosevoseak
TRAVELLER	-	oxalprnaojx
CMD	-	ujjuqilsr

2020/11/7 OFFICERS LIABILITY INSURANCE:

Noted, cover has been renewed at the current level for a premium of **£2,763.00** (£2,628.00 -2019).

2020/11/8 THE ASSOCIATION OF FINANCIAL MUTUALS:

8.0 Noted, to comply with the Corporate Code of Governance, there is no longer a questionnaire to complete, but the Director’s Report will still include certain information presented in a particular format that has been notified to the Society’s Auditors to be included in the current year of account, and the Grand Secretary outlined the requirements to the meeting, and also that a Governance Statement must be included on the Order Website.

IT WAS RESOLVED AGREED: “the Grand Secretary obtain the required template for the website from the Society’s Actuary”.

8.1 Noted, the 2020 A.G.M. was held online at 4pm on Tuesday 13th October 2020 after a day of presentations.

2020/11/9 ORDER DIARY:

Noted, that 175 special Order diaries 2021 had been ordered and a resale price of **£4.00** each excluding postage and packing was retained. Currently 44 diaries were remaining in stock after all branches had received their allocation.

IT WAS RESOLVED AGREED: “to distribute the remaining diaries to overseas as agreed by the meeting”.

2020/11/10 FINANCIAL CONDUCT AUTHORITY/PRUDENTIAL REGULATION AUTHORITY:

10.0 Noted, letters received from the Prudential Regulation Authority (PRA) appended to the Meeting Agenda received consideration and it was Resolved and Agreed to take the action required.

10.1 It was also noted, deadline for submission for Schedule IV Reports by independent inspector of Lodge systems was 30th September 2020 and reports that had been received were available for consideration with three branches yet to provide their Schedule IV's which in the exceptional circumstances, the Board agreed the Grand Secretary seek to obtain the Reports as soon as possible.

10.2 Noted, Brother Martin Gordon had completed the inspection of the Head Office systems and provided his report for consideration.

IT WAS RESOLVED AGREED: "that Brother Martin be thanked for his endeavours".

10.3 Further noted, the Society's Actuary had provided a letter concerning climate change plans which received consideration by the meeting.

IT WAS RESOLVED AGREED: "that future agendas of the Trustee and Board meeting to include the subject of climate change plans and the Grand Secretary to approach the Society's Brokers asking about their environmental, social and governance policy and on the underlying portfolio".

2020/11/11 DEVELOPMENT AND COMPLIANCE:

Noted, the Skillcast Courses schedule has a 30th November 2020 deadline for completion.

2020/11/12 GENERAL RULES:

Noted, the Partial Amendments of General Rules approved by the 2020 AGM have been submitted to the Financial Conduct Authority for registration.

The Meeting adjourned for a coffee break at 10.42 a.m. resuming 10.52 a.m.

2020/11/13 PROGRESSION OF THE ORDER:

Noted, the Actuary had provided a copy of the 2019 Financial Statements for Compass Friendly Society which had been circulated and as agreed, a copy of the 2019 Financial Statements of the Order had been provided to Compass Friendly Society and the Grand Secretary confirmed that currently, as requested by the Society's Auditors, a document is awaited from the Actuary setting out the

quantified pros and cons of Compass Friendly Society transferring to the Grand United as a discussion piece and it was Agreed the matter be remitted to the February 2021 meeting and, due to the exceptional circumstances of the pandemic, it does not seem viable to be able to complete due diligence in time for a decision to be made for a possible proposed Transfer of Engagement to go before the 2021 Conference. It was also agreed that the Grand Secretary contact the Actuary about a possible new category of Membership in respect of members of a Society transferring to the Order that would not be required to take out IAS Membership.

- 13.1** Noted, the Guaranteed Bonus Cashbuilder Plan policies remains in abeyance and quite possibly the Key Information Documents will be subject to further revision.

202/11/14 REPORT BY THE SOCIETY'S TRUSTEE:

Noted, a Board meeting had been held on Tuesday 10th November 2020 and Brother V. M. Houldsworth P.G.M., Chairman of the Trustee reported on various matters highlighting the following:

- (i)** James C. Horsforth, representing the Society's Brokers, made his extensive presentation on the Society's portfolio to the current date illustrated by documentation provided to the meeting and answered all questions and comments raised during and after his presentation.
- (ii)** Distribution of Investment Income and Asset Levies, the meeting had deliberated on projections provided in respect of the Order Investment Fund and Order Management Fund income and expenditure and agreed on the recommendations to be made to this meeting for the Assets Levy and Distribution of Investment Income.
- (iii) Old Trafford Property:**
 - (a)** There is a problem on the top floor with rain leaking in the computer room and roofers have been contacted for a no obligation quote but the work in the basement has been completed with a new gully installed although the engineer had highlighted a separate issue with a leak through the basement walls not drains related, with the initial observation from the property maintenance company used by the Order being that sunken tarmac at the front of the building near to the front door needed digging up to investigate what the problem may be with a drainpipe running from the gutter into the ground which also connects the piping in the wall and the Grand Secretary had been authorised to make the arrangements necessary.
 - (b)** The Staysafe system had been implemented for lone office working. installing a key safe in the entrance would have invalidated the insurance policy, it has been possible to provide an inner door key to the manager of the ground floor tenants to be utilised in an

emergency and the key would only be useful if the office was occupied when the main lock on the inner door had already been unlocked. Also, hand sanitisers have been provided in the entrance and the washroom and a contactless thermometer was being used daily to check the temperature of staff.

(iv) Money on deposit was notified to the meeting.

(v) **Dinas Powys Property:**

The tenant had not yet signed a new Lease and had raised an issue of a Schedule of Condition on the existing Lease which had not been discussed and the Society's property adviser informed that he would not normally look at a Schedule of Renewal unless he intended to serve an Interim Schedule of Dilapidation and start a new Lease and the tenant carries over his repairing obligation of the existing Lease which the tenant had now agreed to and it was hoped a signed Lease would soon be received.

(vi) **Stockport Property:**

The Society's property Adviser had informed that all bank closures had been postponed and revised dates to be issued in due course and that he would formalise a strategy for a best plan to be provided by the year end.

(vii) **Ground Rents:**

54 Woodford Green, Essex Property:

The leaseholders have requested permission to carry out improvement works, under permitted development rights, extending the property to the rear. Plans not yet created. The work is to be carried out to Building Regulations standard, no structural alteration to the existing building has been proposed.

The owners had been planning to move to a larger property but this has fallen through as a small part of the Covid-19 new reality. They already have one (very active) child and another on the way.

It has been referred to Justin who has now advised he has now had the opportunity to go through the lease with Eric following the tenants request to extend the property.

There are two leases here although Eric's view is that Shulem B do not need to be involved which is good news.

We cannot stand in the way of the tenant extending the property and nor can we seek to charge them any premium. They will require a licence from us in order to carry out the work. As part of the process

he will need to inspect their plans to be sure that they have no adverse impact in terms of the neighbouring property, rights of light, access etc.

The tenant is responsible for any fees and Justin has asked Alistair at Hill Dickinson to let him have an indication of the likely legal cost and he will put together a note of what his own professional fees will be. In the meantime he has made contact with the tenants to confirm the situation and will confirm fees with them as soon as he can.

Woodford Green Garages:

After lengthy consideration to advice by the Society's property Advisers it had been agreed to recommend to this meeting that the Society let the Head Lessees have the Freehold to the garage site in return for which they pay the arrears and fall away from the Woodford Green Leases and to be included in the transfer an overage provision to allow the Society to benefit should the value of the site increase in the future by virtue of redevelopment and to allow the overage provision, the Society to secure 50% of the uplift in value in those circumstances in relation to the garage site only and not the wider site which isn't owned by the Society and the agreement to include the provision that they deal immediately with the outstanding matter of number 58 Lease extension and that the Head Lessee pick up the associated legal fees. The Trustee was thanked for their comprehensive report.

IT WAS RESOLVED AND AGREED: "the suggestion by the Society's Property Adviser recommended by the Society's Trustee be approved."

2020/11/15 ACCOUNTS:

15.0 Noted, the Society's registered Auditors had submitted their fees for the year of account ended 31st December 2019 reflecting inflation increase in costs, a combined fee of **£11,000.00** plus vat (**£10,700.00** plus vat 2018).

IT WAS RESOLVED AND AGREED: "that settlement of the fees be endorsed".

15.1 Noted, the Deputy Grand Secretary, Brother D. Oakes, presented his report to the meeting confirming assets and liabilities were in balance and reported on the Society's budget for which he was warmly thanked.

2020/11/16 LEVIES INCLUDING ASSETS LEVY & DISTRIBUTION OF INVESTMENT INCOME:

16.0 Noted, it is normal practice at November meeting to determine the rate of the assets levy and to also authorise call in of one third of the

amount allocated to Head Office Management Fund from branch valuations.

IT WAS RESOLVED AGREED: “to appropriate to Head Office Management the amount allocated thereto from the valuation and the Grand Secretary be authorised to issue the annual levy notices to branches.”

Noted, consideration was given to projections provided to the meeting and ensuring all branches contribute equally to the expense of running the Order with Assets Levy being charged against Lodges not depositing in the Order Investment Fund.

IT WAS RESOLVED AGREED: “that the Assets Levy be set for the next two years at 5% with a differential of 0.75% in respect of property or re-valuations. The levy being charged against the assets included in the Branch Consolidated Returns other than a deposit in the Order Investment Fund and the first £500 deposited in a savings bank account.

- 16.1** Noted, before consideration of the Distribution of Investment Income, Brother V.M. Houldsworth P.G.M. advised the matter received lengthy consideration at a Trustee Board Meeting held Tuesday the 10th of November 2020 and the meeting gave consideration to income and expenditure projections provided by the Deputy Grand Secretary, Brother D. Oakes.

IT WAS RESOLVED AGREED: “that in accordance with the recommendation of the Society’s Trustee calculated in the usual manner as at 30th November 2020, surplus to be distributed in the form of interest to all deposits in the Order Investment Fund at the rate of 3% basic and 2% bonus, calculated in the same manner to all Branch deposits and any shortfall in income for distribution to be transferred from the Interest Reserve Account.

2020/11/17 FAMILY FUN DAY:

Noted, it had been previously agreed that the Fun Day be held on the year of a One Day A.G.M. and was scheduled for 2021 but that the installation Conference due in 2020 is currently scheduled to be held in 2021 which, in the current exceptional circumstances, should not preclude consideration being given to a Family Fun Day also being held in 2021.

2020/11/18 FRATERNAL MOVABLE CONFERENCES/AFFILIATED LODGES:

18.0 Ghana & Jurisdiction:

Noted, Following the Fraternal Annual Movable Conference held at the University of Development Studies, WA, in the Upper West Region of

the Republic of Ghana - a Special Delegates Conference - no official invitations issued due to the Covid-19 Pandemic, the election results for the Committee of Management for the term 2020-2021 have been received.

18.1 Puerto Rico & Jurisdiction:

Noted, there appears to be a problem concerning the Committee of Management of the Jurisdiction, both the Grand Master, Brother Carlos M. Sepulveda Irizarry with Brother D. Colon, Ambassador to Cuba and Dominican Republic Jurisdiction, had contacted the Grand Secretary concerning action taken by the Committee of Management in removing Brother Irizarry from office and in turn Director Ebeneer Lopez-Ruyol had also contacted the Grand Secretary providing a translation of the impeachment of the Grand Master. Various translated communications have been received from both parties and originally forwarded to the Grand Master and Deputy Grand Master for their information and then circulated to all Directors and both parties have been asked for clarification under which rule the Grand Master had been removed and where it was specified that a Director must belong to a Chamber of Ruth. After much consideration;

IT WAS RESOLVED AGREED: “that the Grand Secretary inform both parties that in future all communication to be done in accordance with rule by Grand Secretary to Grand Secretary and the Grand Secretary of the Jurisdiction should be impartial and provide comments in bullet points in English and it was the considered opinion of the Board of Directors that no Committee of Management of a Jurisdiction is able to destitute a Grand Master without ratification by the Fraternal Movable Conference and it must be explained why the Grand Master is unable to be a signatory to the bank accounts which would make him unfit for office.”

2020/11/19 “2020” ANNUAL MOVABLE CONFERENCE:

Noted, the Report of Conference had been distributed free of charge to each branch with £12.00 including postage and packing being retained as a price for additional copies.

2020/11/20 “2021” ANNUAL MOVABLE CONFERENCE:

20.0 Noted, the uncertainty of being able to hold an Installation Conference in 2021 at the Brighton Waterfront Hotel as currently scheduled, that it may in fact be necessary to hold a further one day online Annual General Meeting in which case the installations be postponed for a further year.

IT WAS RESOLVED AGREED: “that the Grand Secretary contact the hotel enquiring on the options open to the Society, bearing in

mind current restrictions and restrictions foreseeable in the future with Furlough already being extended to March 2021 and enquire on the options open to the Society to cancel the booking and obtain a return of all monies currently paid.”

2020/11/21 “2022” ANNUAL MOVABLE CONFERENCE:

Noted, any consideration would be dependent on the response from the Brighton Waterfront Hotel.

2020/11/22 HEAD OFFICE STAFF/PREMISES:

22.0 Noted, the problem on the top floor with rain leaking into the computer room and roofers had been contacted for a no obligation quote but that the work in the basement had been completed with a new gully installed and the engineer had highlighted a separate issue with a leak through the basement wall, not drains related. The initial observation from the firm responsible for a lot of the property maintenance is that first the sunken tarmac at the front of the building needed digging up to investigate what the problem is and unassociated, the outside decorating of the premises had been completed.

22.1 Hand sanitiser is provided in the building entrance and washroom and a contactless thermometer is now in use for checking staff temperature and the Stay Safe app system had been implemented for lone office working although installing a key safe in the entrance would have invalidated the insurance policy. It has been possible to provide a key to the inner door to the manager of the ground floor tenants to be utilised in an emergency and would only be useful if the office was occupied and the main lock on the inner door were already unlocked.

2020/11/23 GRAND MASTER’S CHARITY FUND:

Noted, the current balance as at the end of September 2020 of the fund for Sister Marian’s Breast Cancer Care was **£4,014.96** and that Sister Pam Palmer of Pride of Alma Lodge, Derby District had also raised further funds to be credited to the Grand Master’s Charity Fund.

2020/11/24 LUNCHEON ARRANGEMENTS:

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

2020/11/25 ANY OTHER ADMISSIBLE BUSINESS:

Noted, Brother Martin Gordon raised the issue of a person contacting him wishing to open a Lodge in the Philippines but the person had also contacted the Grand Secretary who had ascertained that he was a member of a different Order and the Grand Secretary will be informing him to contact the Order to which he belonged to open a Lodge.

2020/11/26 DATE OF NEXT MEETING:

IT WAS RESOLVED AGREED: “that the next meeting of the Society’s Board of Directors be held in accordance with the General Rules on Saturday, 13th February 2021.”

[The meeting closed at 12.36 p.m.]

Signed: **[Chairman]**

Dated: **[2020]**