



Minutes for Extraordinary General Meeting
Wentworth Residents Association
28th September 2020

<p>Welcome</p>	<ul style="list-style-type: none"> • The WRA Chair opened the online WRA EGM on Zoom Webinar at 16:00. • Welcomed WRA members and explained that EGM had been called by the required number (25) of WRA members to cover certain issues relating to WERC in the form of 6 resolutions. • Informed that the EGM was being recorded. • Explained the structure and format of the EGM and the voting procedure via an independent electoral services company: Mi-Voice.
<p>Intro – WRA Chair Nigel Moss</p>	<p>The starting point is the WRA’s primary objective which is “<i>to represent the interests of the residents and owners of the land and properties that are part of the Wentworth Estate in respect of all matters affecting the Estate</i>”. We take this mandate seriously. Over the past few years, your Executive Committee has focussed much of its time on tackling some external threats to the Estate. However, over the past 9 months or so, residents’ concerns have been more inward-facing particularly in relation to the process applied by the Road Committee to planning and executing the Vehicle Access Control or “barriers” scheme and the time, approaching 2 years now, and the considerable funds being consumed by this exercise which is ongoing.</p> <p>The 2 Committees are governed by</p> <ul style="list-style-type: none"> i) a Constitution in the case of the WRA and ii) an Act of Parliament in the case of the Road Committee. Both of these documents are on the website. The Estate Act was passed in 1964 to essentially enable a Road Committee to be formed to levy taxes in order to maintain the roads and verges of the Estate and to enforce the covenants. You, the WRA members, elect 6 fellow members to serve as members of the Road Committee and the two Committees work independently and ideally they should be working collaboratively. <p>In terms of collaboration, the WRA Constitution permits us to hold Liaison Meetings to coordinate the work of the 2 Committees. At the last AGM in January, 2 incumbents – Alex Howard and Taji Zadeh – were re-elected on a ticket of continuity and then the Road Committee met in early-Feb and decided on a new Chairman, Alex Howard, and the former Chairman, Aidan Heavey, plus Peter Lomas resigned their positions on the Road Committee. Shortly afterwards, on 24th February, we called a Liaison Meeting with the new regime, we discussed key residents’ issues, we proposed and agreed the wording for a number of resolutions and certain resolutions relating to the “barriers” scheme and a new Code of Conduct for the Road Committee plus a review on the policies for enforcing</p>

covenants – which were governance-related initiatives taken by the former Chairman of the Road Committee in 2019 – were passed unanimously by both Committees with the exception of 1 abstention by someone who was transferring between the 2 Committees at the time. WERC had its legal advisor and the Estate Manager in attendance.

These 2 resolutions, passed unanimously at the Liaison Meeting on 24th Feb 2020, were:

i) WERC shall present a credible, comprehensive and fully costed implementation plan of the VAC scheme to the WRA by 15th April and will not undertake further implementation until such time as such plan has been discussed in such manner as WRA shall propose after review by 22nd April.

We have long been concerned about the intensity of due diligence applied by WERC in planning the VAC scheme. These concerns have been borne out by the Council refusing WERC's belated planning application by a 2/3rds majority in June and then, after a subsequent application principally for the periphery barriers, permission is conditional on 2 of the barriers being open permanently and the barrier on West Drive is conditional on a Diversionary Order in respect of a Public Foot Path being secured and approved by the Council and they are notoriously difficult to obtain. The internal gates are in jeopardy after being refused resolutely by the Council. In the meantime, the Club was invoiced approx. 1 year ago for its contribution of the installation costs (£175k) but hasn't paid a penny yet.

The worry is that road rate payers will carry a much greater burden of the costs for a scheme that is potentially much less fit for purpose than what was presented at the last AGM. However, the WERC has refused to execute this resolution which they themselves agreed and voted unanimously on with their lawyer and Estate Manager present. Nevertheless, we feel strongly that the Association deserves to know WERC's Plan B and the true costs as soon as possible which is one of today's resolutions.

ii) WERC shall consult with WRA on its draft Codes of "Conduct and Governance" and "Policies and Procedures". Agreement of final draft Codes shall be achieved ideally before end-May 2020.

Again, this resolution hasn't been executed. In fact, despite frequent reminders, this initiative seems to have been abandoned by the new regime. Given the several hundreds of thousands spent by the Road Committee on litigating against the European Tour a few years ago and now possibly a greater amount of funds being spent on a VAC scheme that may not be fit for purpose, we feel that there should be a Code of Conduct as well as greater understanding on the enforcement of covenants particularly with the incessant development on the Estate. This is another of today's resolutions.

Currently, the Road Committee is down to 4 members despite the requirement of 6, which – according to the WRA Constitution – should

	<p>represent the 6 constituencies on the Estate but they don't. There have been 5 resignations from the Road Committee since February. Only 2 of the remaining members are elected, Alex Howard and Lorna Ponti, and 2 are appointees – as permitted by the Act – including the proficient General Manager of the Club, Neil Coulson, but whose primary allegiance is obviously with the Club and therefore he will be conflicted on certain matters.</p> <p>We've been asked several times why there has been escalating acrimony between the committees over the past 7 months or so. We can say resolutely that it's not because of any personal antagonism between members. Personally, I've both sailed and golfed socially with Alex. But, on behalf of the Association, we're perplexed by certain decisions, we feel that there should be greater transparency and frankly greater accountability particularly to road rate payers on how road rate funds are spent and we're deeply concerned that agreed resolutions are not being executed by the Road Committee. We believe that the Estate would be best served by a strong Road Committee, governed by the Act, operating under a Code of Conduct that is best practice and the WRA would commit to the same codes as appropriate, actively managing the Estate Manager and his team, enforcing covenants and agreements appropriately and consistently, and making prudent investments to maintain and enhance the Estate. Importantly, we believe that there needs to be oversight so WERC members – current and future - cannot act with impunity. This just is not the case currently.</p>
<p>WERC – Chair Alex Howard</p>	<p>All of the past and current WERC members have given up their time to work for the benefit of the Estate and to look after the environment of the Estate. We are responsible through an Act of Parliament for the maintenance of the roads and verges and we can, at our discretion, maintain covenants. This is a point which people misunderstand, we do not maintain every single covenant as that would be impossible in the modern era, and we maintain the most important one which is the non-sub-division of plots and that is basically what we do.</p> <p>We, like the WRA, want to work in harmony with both committees moving forwards for the benefit of all the residents of the Estate. From our position, there is no conflict between the two committees. We are totally transparent, anyone can come and ask us or the Estate Manager, James Periton, for anything to do with the rates, how we spend them, our accounts. Everything is totally transparent; we hide absolutely nothing.</p>
<p><u>RESOLUTION 1</u></p>	<p><i>"That the WERC publishes within 7 days a credible up-to-date plan for the implementation, costing and preservation of ratepayers' money of a VAC scheme and will not incur any further expenditure without a majority of Estate residents responding (subject to a minimum number of responders of 200 residents from separate households) to a poll to be conducted by the WERC - with oversight from a Local Councillor - confirming that they consider the plan to be credible."</i></p>

Explanation by the WRA Secretary on Resolution 1:

During the previous AGM, the WERC presented the VAC Plan and its implementation costs to the Association.

Last February, after a series of delays in implementation but installing parts of the infrastructure at an initial cost to road rate payers of around £320k, the Executive Committee and the Roads Committee held a Liaison Meeting and voted unanimously except 1 abstention for a Resolution which required the WERC to produce an up-to-date and credible plan but this Resolution has not been abided by the WERC.

The WERC decided to apply for retrospective planning permission for all the barriers but it was refused in June. The WERC is now adopting an apparently piecemeal approach to new applications. This is noted but there remains many outstanding issues and we do not have clarity in the final form, effectiveness and fitness for purpose, or the final consequences of the VAC project. Here are some of the issues raised by residents THAT do not seem to have been answered by the open letter by the WERC Chair last Friday:

"Is it the case that installation of the two gates on West Drive is illegal as the entire length of West Drive is classified as a public footpath and covered by the Highways Act 1980?"

"Breach of many of the provisions of the Highways Act amounts to a criminal offence. Is WERC aware?"

"To the extent that there is any public liability insurance policy in place to cover any injuries caused, would it cover circumstances where unlawful acts had caused the issue in the first place?"

"Where is the advice, which confirms that permitted development rights could arise over a public highway?"

"If it is the case that anyone can operate the West Drive barrier at all times, whether they be on foot or in a vehicle, doesn't this effectively give anyone open access to the Estate at any time, thus defeating the very purpose of the VAC scheme to prevent cut throughs across the Estate."

"Is it the case that this barrier cannot be installed until a Diversionary Order in respect of Foot Path 63 has been secured and cannot be operated until the Diversionary Order, once secured, has been approved by the Local Planning Authority?; and in the optimal scenario this process will take several months. In the downside, scenario the process may take years and the Order may not be secured at all."

"In addition, since the operation of all the barriers including Wentworth Drive is subject to a detailed Transport Management Plan which has to be approved by the Local Authority. Will it be possible to differentiate between genuine deliveries and vehicles which are on the Estate for no good purpose?"

"The planning process doesn't cover Health & Safety, so they must be dealt with separately. The manufacturer of the gates say these are designed for car parks, they are not designed for pedestrian environments. Is this true?"

"Any risk mitigation is therefore down to the installer and, in this instance, has WERC done a Health & Safety risk assessment?"

These are a number of the comments received from concerned residents, and the Resolution is there to ensure that on the basis of the refused and revised piecemeal applications in respect of the VAC barrier proposals, residents will have a clear understand of what final VAC plan is proposed with clear steps (in the alternative if necessary) and costings set out. Residents will be assured that this final plan is fit for purpose and at what net cost given that the Club's contribution seems to be conditional and it has not yet paid despite being reported in WERC'S 2019 accounts.

The resolution also provides for confirmation from the residents that they consider this final plan to be credible. There is a minimum of responders set at 200 to ensure that the outcome cannot be manipulated by a small minority.

A local Councillor for Virginia Water will supervise the construction of the voting papers as the questions asked will be important and their content and this Councillor will oversee the tallying of results.

Response from the WERC Chair

Referring to the first Resolution, we have frequently provided you with the breakdown of expenditure that the last committee spent on the installation before we had to come to a stop because of a resident who complained to Runnymede Borough Council and the Borough Council came to us and asked us if we would go through the process of planning to ensure that it was dealt with in a way that this resident would not be able to take the Council to a judicial review, which he has done previously, so I am informed. We took the Council's advice.

The planning officers said yes, they were going to recommend it in its entirety. Unfortunately, because of COVID and because we allowed everyone through the Estate whilst the Great Park was closed, there was a misunderstanding of the status of the Estate by a number of Councillors. This is a private estate and we are allowed to demarcate that with barriers, and all we were doing was replacing the original barriers. So the Councillors, even though they voted against it, could only deny the application on a matter of planning, and the way they managed to deny the planning application was to deny it on Green Belt grounds.

	<p>So the reason we then re-applied was to exclude Green Belt barriers that were not to replace existing barriers and was to allow the planning application to be accepted and passed. This occurred with a number of conditions which we had already addressed and were in our planning application to begin with.</p> <p>As to the costs, this committee only spent approximately an additional £23,800 this year on the barriers and that is because we have had to reapply for planning and we have had to pay for additional fees as well as obtaining additional advice from a barrister.</p> <p>We have gone to all residents previously to ask about the barriers, 51% of the residents responded, of those respondents 89% of the residents responded positively, so we have a mandate to install the barriers and because of that I do not see why there is any reason for us to go down this again with getting a minimum number of residents responding, as we had more than that to begin with, nor is there need for a Councillor to oversight it, because if anyone wants to come into our office we can demonstrate and show all the responses and people can go through it and yes it is a democratic process that we went through.</p> <p>We as a Committee, don't have to go out for votes to do something, we canvas opinion once we have opinion, we then go forward, if the residents did not want a barrier scheme, we would not have done it.</p>
<p><u>Questions & Answers</u> <u>Resolution 1</u></p>	
<p>Chair of WRA Nigel Moss</p>	<p>Susan Shield – Who is the Councillor involved?</p> <p>There are 3 Virginia Water Councillors: Councillor Sohi (Mayor), Councillor Howorth, who sits on the Planning Committee so it may not be appropriate to approach him, and Councillor Hulley, who is the Councillor that we would ask to provide an independent oversight of this matter.</p> <p>We would like to highlight the words 'up-to-date' and obviously would like to give WERC Chair the right to reply on this, but the issue is during the consultation and the AGM, the road committee was very clear on details of the scheme, James Periton presented a very clear map of where the barriers would be sited and how the VAC scheme would work from external gates to internal gates. However, the issue has been a strong push back to that original plan from the Council and therefore we don't know, as the Executive Committee, what exactly is being proposed as Plan B. As the Secretary highlighted, there is now a very piecemeal approach to applying new applications, the first one has been submitted and is passed subject to certain conditions, which is two gates stay open the whole time and the issues already covered on West Drive, and we don't know the status of any other applications so the important words in this Resolution is 'up-to-date'. As we understand, the original plan as presented in the original consultation and the AGM is in serious jeopardy.</p>
<p>Chair of WERC – Alex Howard</p>	<p>It is up-to-date, we are going to install all the external barriers plus we are moving forwards installing the external barrier that is subject to a diversion for a public footpath.</p>

	Once these barriers are installed, we will then review the internal barriers; as you recall, there were 10 internal barriers which may or may not all be required. So we are going to review them and the traffic flow through the Estate again once we have the external barriers working. Therefore, I do believe it is an up-to-date plan and I must urge people to vote against this Resolution because it has no bearing on what will happen.
	Andrew Mills: Why wasn't Alex Howard given the opportunity to respond to Nigel Moss's opening address before moving to the resolutions, which would have been fairer?
	Daniel Goodman: The 1964 Estate Act has a provision that allows 20 residents to call for any dispute relating to major infrastructure expenditure to go to arbitration. Why is the WERC circumventing this right under the Act?
Chair of WERC – Alex Howard	We have not had 20 residents come to us asking to go to arbitration on the barriers.
	Andrew Mills: Can Mr Howard confirm that the vote he referred to was based on the current scheme and that the implementation, running and maintenance costs were provided before the vote was taken?
Chair of WERC – Alex Howard	Yes.
	Tariq Rafique: Are you allowing people to ask questions directly instead of being read by you?
Vice Chair of WRA John Pyle	No. We cannot unmute everyone so this is the best practical process for this meeting.
	Daniel Goodman: So the WERC installed internal gates that may now not be required? Surely, that is a huge waste of residents' funds?
Chair of WERC – Alex Howard	We can't know that it's a waste of funds until it is actually actioned. All those barriers may still be installed once we have reviewed the traffic flows, which is what I wanted to do due to the number of people who were uncertain about the siting of the barriers. Under my Chairmanship, I felt it was worthwhile to review rather than just continue with those barriers without a review, and was rather hoping that would be an acceptable way forward for the residents.
	Rupert Adams Can you please tell us how many houses on the estate have been robbed in the 12 months?
Chair of WERC – Alex Howard	Robberies and security is of great concern to us, and we are reviewing how we ensure there is better patrols or whatever, we are looking at this and its on-going.
	Rupert Adams The question was: how many houses have been burgled? This is relevant as barriers will reduce the traffic in and out of the Estate.

Estate Manager – James Periton	The number of confirmed burglaries in houses on the private roads this year has been none. This has been influenced by COVID.
	Carol Manduca Why is WERC persisting with the narrow pathway around the Monks Road barrier? Residents have highlighted safety issues for pedestrians, cyclists and disabled access but the 'cut out' there is small.
Chair of WERC – Alex Howard	We were asked by the planning authorities to provide 1 metre and we are.
	Carol Manduca 1 metre does not make access for residents easy and suggests it needs to be increased.
Chair of WERC – Alex Howard	A metre is the minimum requirement that the planning authorities placed upon us, and of course we will meet that. If we can extend it, we will.
	Gautam Mitra Was there any traffic flow analysis done?
Chair of WERC – Alex Howard	We had traffic entry data from the cameras. From the ANPR cameras, the police can tell us how many entries there have been. They cannot tell us the flow through the Estate. We have data but it doesn't give us traffic flow.
	Gautam Mitra In the last 12 months, not just this year?
Chair of WERC – Alex Howard	Statistics from the police last year would show a weekly average of between 45,000 and 50,000 vehicle movements.
	Daniel Goodman What (if any) costs have been allocated to ensure adequate health & safety measures? At the moment, pedestrians are not adequately segregated from the gate motor mechanism.
Chair of WERC – Alex Howard	As to Health & Safety measures, the barriers have already undergone Health & Safety otherwise they wouldn't be allowed to be installed or sold.
<u>RESOLUTION 2</u>	<i>"That the WERC propose an equitable remedy to ratepayers to make them good for any costs wasted as a result of the final approved and implemented VAC Plan varying materially in cost from amounts expended in implementation of the original plan as reported in the AGM of January 2020."</i> <u>Explanation by the WRA Secretary on Resolution 2:</u> This is to ensure that the members of the WERC properly consider the outcomes of what seems a very haphazard approach to managing the VAC project and any redress for ratepayers should a different version to the original VAC scheme be implemented, which could have been implemented at less net cost to road rate payers.

	<p>Some examples of the concerns of residents are as follows and do not seem to have been answered by the open letter from the WERC last Friday:</p> <p><i>"It seems quite clear that insufficient thought or planning went into the formulation and design of the VAC scheme and that the solution does not work."</i></p> <p><i>"Did the WERC receive advice that planning consent was not required and that permitted development rights applied to the VAC scheme? WERC have stated they are not required to provide a copy of such advice. If that advice is wrong then is whoever provided it potentially legally liable?"</i></p> <p><i>"Is the whole scheme in fact practically ineffective to prevent rat running particularly if the West Drive barriers are always open?"</i></p> <p><i>"Is there any basis on which the Club could refuse to make its agreed contribution of £175,000?"</i></p> <p><i>"On what basis were the remote control devices ordered prior to establishment of the scheme? They are dealt with in the accounts as "stock" at a value of £90,000. If they are not required can they be returned to the supplier for full credit?"</i></p> <p>The Chairman of the WERC has stated that there is a further £150,000 to be spent on the VAC scheme as originally envisaged and therefore the total cost would be therefore around its original budget of £200,000. This seems to assume that the Club's contribution will be received eventually and the £90,000 of fobs are written off as though they never existed, i.e. £265,000 in total making a grand total of £465,000 for the project plus professional fees, which have not been disclosed?</p> <p>In his open letter of last Friday, he states in one place: "There will be a slight overrun in budgeted costs due to having to re-submit the planning applications and make a few changes. The internal barriers remain under review."</p> <p>In another he states "The proposed resolution is futile until we know the overall scheme and the costs." It is this exact lack of clarity, which requires a new review.</p> <p>So the emphasis from residents behind this Resolution is that it isn't known currently whether the original scheme can go through, nor is it known what the final scheme will look like and, in those circumstances, it seems that it would be appropriate for the WERC to produce plans to show what is likely to happen and the timescales.</p>
Chair of WERC – Alex Howard	Mr Goodman's Resolution is flawed. We don't envisage that it is wasted money, it's not something that we are planning to do, we expect to implement a plan in its entirety.

Questions & Answers
Resolution 2

	<p>Therefore I think this Resolution is almost meaningless. I am not sure where Mr Goodman is coming from on this one.</p> <p>Chair of WRA – stated categorically that this is not a Resolution by Mr Goodman. It is based on feedback that has been based on feedback from numerous residents.</p> <p>Chair of WERC – confirmed that Mr Goodman had written this matter to him quite a few times. The vast majority of residents still want this scheme, the vast majority of residents want this scheme to work, the vast majority of residents are behind this scheme. There are one or two residents who are obviously are trying to disrupt it, and somehow have got the WRA to report there is a majority or big significant movement of residents against this scheme; that is not the case. That might be your view but it is not a fact.</p> <p>Secretary of WRA –confirmed that these resolutions are not individual resolutions from people that we have simply lifted but they are composite resolutions based on a lot of different input and feedback. I can also confirm that we have had input to these resolutions that is considerably greater than from one or two people; in fact, it’s from quite a lot of people.</p> <p>Daniel Goodman: I would like to point out that none of these resolutions were formulated by me.</p> <p>Chair of WERC – I apologise if that is the case, Daniel. it just seems very similar to the things you have written to me in the past.</p> <p>Rupert Adams: Could you please remind us all of the cost of installing the barriers and the cost it would be per property?</p> <p>Chair of WERC – The cost to-date has been £328,000 approximately. An additional £145,000 will be spent to complete the installation. We are not writing the £90,000 off from the fobs, each household will be given 2 fobs free, which will still remain the property of the Road Committee and we will sell additional fobs to households that require more than 2. We believe this is a prudent way forward so that people will value the fobs and maybe look after them and not lose them. We are also looking at other technology going forward so that the fobs may, in time, be replaced. Currently that is the way we are going forward. The £90,000 we have spent on fobs we expect to recoup through the sale of the additional fobs to people who want them. Approximately £550 per property if we run to the expenditure levels that we are thinking of.</p>
	<p>Rupert Adams: Would it be possible to add more speed bumps in order to slow down non-resident through traffic?</p>
<p>Chair of WERC – Alex Howard</p>	<p>I would very much like to meet to discuss traffic calming and all those issues which are outside of this Resolution, as traffic calming is dear to my heart, and we are experimenting with different speed humps.</p>

	<p>Andrew Mills: If Mr Howard is so confident that the WERC has a clear mandate to proceed then there is no reason not to hold another vote?</p>
Chair of WERC – Alex Howard	Not quite sure of the logic on that one, but I am very happy for Andrew to pop in so we can chat through this.
	<p>Daniel Goodman: The WERC were warned early on in the project that planning consent was required and that the gates blocking West Drive would not be allowed as this is a public highway. Can the WERC please explain why they didn't apply to the Council for a certificate of lawful development? Surely, the WERC was not relying on verbal advice from the Council?</p>
Chair of WERC – Alex Howard	I presume it is possible. Anyone who rambles or walks through fields will see there are kissing gates and various different types of gates across public footpaths and rights of way, those are allowed on the curtilage of your property, so yes we could go down that route if we wanted to.
	<p>Daniel Goodman: This is not what I meant. The WERC should have applied for a certificate of lawful development prior to commencing the gating project. This would have confirmed that planning consent wasn't required. Because the WERC failed to apply, they have wasted residents' funds.</p>
Chair of WERC – Alex Howard	I agree with Daniel. Unfortunately, the planning authorities asked us to do it in a slightly different way, and yes that was an error but I don't think we have wasted money. We have had additional fees that we have had to pay because it was declined first time around, but yes in retrospect and in hindsight we should have ignored the planning authorities and just gone for Lawful Development.
	<p>Tariq Rafique What is the "equitable remedy" sought by the resolution and what would "making good" in this context mean?</p> <p>Secretary of WRA - I think the 'equitable remedy' is to ensure that if advice has been wrongly given, the professional advisors who wrongly gave ill advice would be held to account and action would be launched against them, and I think it will also involves directing the minds of the WERC in what way they could savage any costs by returning equipment or re-purposing of equipment if it transpires that those items which have already been ordered and installed become useless.</p>
Chair of WERC – Alex Howard	None of this would be necessary because professional advice as you know is given, and if it is negligent, we would of course sue them. But I don't think that will be a path that we will need to go down. The barriers will be implemented, and it will work. There are no excess costs and no-one has been negligent.
	<p>Louis Shakinovsky Thanks to all members of WERC & WRA for giving their time without pay. Thanks to James Periton for his hard work to ensure roads and equipment are maintained.</p>

	My question is why would anyone, when talking about such very large sums, resist an objective current evaluation and risk assessment of the possible costs of success or not. It sounds like good, sensible, reasonable, governance which all respectable credible organisations who manage other people's money would welcome.
Chair of WERC – Alex Howard	I am very happy to go through that when he would like. If we are talking about the risk of failure of this scheme, we have got through this with the planning authorities and we do not see there is a risk of it failing. We can sit and break it all down and go through it at his leisure.
	Rupert Adams £50 per household sounds incredibly reasonable for a scheme that will help protect all residents for the future.
	Vinay Yadav Could the cost per household be repeated as it was not clear. Was it £50 per house?
Chair of WERC – Alex Howard	It's not £50, it's £550.
<u>RESOLUTION 3</u>	<p><i>"That the WERC immediately engage with the WRA in amending its draft Codes of 'Conduct and Governance' and 'Policies and Procedures', such policies to be agreed prior to the next AGM."</i></p> <p><u>Explanation by the WRA Secretary on Resolution 3:</u></p> <p>The former WERC Chairman identified the importance of determining a Code of Conduct and of reviewing WERC's policies for enforcing Estate covenants, so they are fit for purpose in 2020 rather than in 1964. Last November, Aidan Heavey shared draft Codes with the WRA ExCom and we fed back promptly.</p> <p>However, after the last AGM, there has been no progress with developing these Codes since Aidan was removed as Chairman. Back in February, the Executive Committee and Roads Committee held a Liaison Meeting and voted unanimously (with 1 abstention) for a similar resolution, but it was never acted on by the WERC.</p> <p>This resolution is to ensure that the qualifications, suitability and commitment of candidates for election to the WERC shall be pre-screened by the WRA who have the responsibility for electing them, and that prospective members represent their constituencies and that there are appropriate internal governance standards for the operations and proceedings of the WERC. Lastly but importantly in this age of ever increasing development on the Estate that residents achieve clarity, consistency and certainty with regard to the status and enforcement of Estate covenants, which are so important to the value of the Estate, individual property values and the quality of the lives of residents.</p>
Chair of WERC – Alex Howard	You are aware that we already have a Code of Conduct on our website, this was an additional Code of Conduct which Aidan Heavey felt was worth exploring and looking at.

	<p>He came back to us and basically stated the WRA were happy with the Code of Conduct which he drafted with our legal advisors, it came as a real shock to us that that wasn't the case. As to why we haven't proceeded with the Code of Conduct, governance and policy procedures is because we have had COVID 19 and we have been immersed in the VAC scheme.</p> <p>It is our timetable for us to do it. We would prefer to finish and resolve the VAC scheme before we go back to this draft Code of Conduct and governance, especially since there is a current Code of Conduct, which is on our website, and we also apply the Nolan principles on selflessness to this, and in many ways the procedures and policies from building works is a more important aspect to the Code of Conduct, and that is one we are currently working on.</p>
<p><u>Questions & Answers</u> <u>Resolution 3</u></p>	<p>No questions were received.</p>
<p><u>RESOLUTION 4</u></p>	<p><i>"That the WERC enforces the deed of agreement dated 1st June 1997 in relation to Wentworth Drive and remedial works are completed by end-2021."</i></p> <p><u>Explanation from the WRA Secretary on Resolution 4:</u></p> <p>There is an agreement between WERC and Wentworth Club that passed the responsibility of maintaining Wentworth Drive to the Club in return for reducing the Club's annual road rates by 50%.</p> <p>The maintenance is specified in this agreement including the condition of the road surface, the trimming of foliage to avoid obstruction, and various other matters. WERC seems not to have enforced this agreement with the consequence that Wentworth Drive has deteriorated significantly. WERC cites "difficulties" with respect to enforcement but does not disclose what those may be. This matter is now outstanding for 23 years.</p> <p>This resolution is to ensure that there is no further delay in essential maintenance works to Wentworth Drive.</p>
<p>Chair of WERC – Alex Howard</p>	<p>We are the first Committee to have looked into this and dealt with the various different owners of the Club. John Tenconi is correct that the statement is 'maintain', it is not to improve.</p> <p>If we continue to be very forceful of this the Club could turn round and say to us that we are maintaining as we are cutting the hedges back, we are patching the holes and that is what maintenance is. Our standard of roads has improved since this agreement was written, and therefore the Club could argue quite strongly that they were not contracted to improve the road, they are only contracted to maintain it for the 50% discount. If we continue to push very hard on this and Club turn round and give us the road back to improve and maintain at our own expense, we have got an estimate that it will cost us an additional £750,000 to do it.</p>

	<p>The reason this committee and previous committees have always negotiated with the Club and discussed this on an amicable basis is that we do not want the Club to turn round and give us the road back. If we did, there would be another £750,000 to spend which would be over £1,000 per household.</p> <p>So that is why 23 years worth of committees have not pushed it to the extent the WRA want us to, and I think it should be left to the WERC to try to manage it the best they can. But the good news is the Club is going to resurface the road, they have received quotes for it, they are cutting back the hedges and it is in the interest of the Club, as much as us, to have a pristine road.</p>
<p><u>Questions & Answers</u> <u>Resolution 4</u></p>	<p>No questions were received.</p>
<p><u>RESOLUTION 5</u></p>	<p><i>"That all current WERC members present themselves for re-election at the next AGM irrespective of whether their term is at an end or not."</i></p> <p><u>Explanation by the WRA Secretary on Resolution 5:</u></p> <p>Since February, there have been 5 resignations from WERC members. For the past few months, there are only 4 of the 6 positions filled and only 2 of those have been elected by members, the other two being appointees. This is unprecedented in WERC's history.</p> <p>Contrary to the WRA Constitution, WERC members do not represent specific constituencies and many matters arising are simply delegated by being referred to the Estate Manager. There appear to be no modern governance, procedures or processes for project management such as the VAC scheme.</p> <p>This resolution is to allow residents to consider the necessary competences for a WERC member and to vote for each and every member of the WERC at the next AGM. Such members will each represent a constituency and will have been vetted by the WRA before standing for election as a result of the implementation of this resolution 5, should the resolution be passed.</p>
<p>Chair of WERC – Alex Howard</p>	<p>I think this is a clear indication of the blatant interference by the WRA into the workings of the WERC. We are meant to be totally independent and this just a land-grab really. It is for the WRA to fix the term, it is not for the WRA to shorten that term. It is also for the WRA, at the time of election, to appoint the person to a constituency. It is not for the WERC to appoint that, that should have happened on the day of election.</p> <p>I am very happy to publish, in full, the resignation letters of some of the members who resigned this year, and I will say that the resignations were not due to failures within this committee.</p>

	<p>The reason we have not appointed 2 more people is because we believe that the acrimony and friction between the two committees is not conducive of asking people on to our committee because why would somebody be asked to join and suffer this type of interference.</p> <p>This is outside of your own constitution and it is just out-and-out blatant interference and is very disappointing to see.</p>
<p><u>Questions & Answers</u> <u>Resolution 5</u></p>	
	<p>Daniel Goodman: Can the WERC please explain why each committee members resigned from the WERC and the basis on which each new member was appointed? It is striking to note that Carol Manduca who received the most votes at the last election (bar those who collected Proxy votes), was not invited to join the Committee? And if Carol was not invited, why not?</p> <p>Chair of WERC - We took Chris Robbins at the request of Nigel Moss.</p> <p>Chair of WRA - I think Mr Goodman's comment was in the context that you still have 2 on-going vacancies.</p> <p>Chair of WERC - I don't see there is any need to bring someone into get involved with this aspect of it until we have cleared the air between the two committees and be able to work and go forward together in harmony. I think that is a good enough point.</p> <p>Chair of WRA - The issue is the Estate Act requires you to have 6 representatives. I don't think it is your place to make that decision. There is a necessity for having the right skill sets, checks and balances with 6 WERC members and maybe some of the decisions now are overly influenced by certain individuals, whereas before, as you well know, during Mr Heavey's period as Chairman when there were 6 people, there were differences of opinions as I understand, and the Committee worked through those. At the moment, you are down to 2 elected people and 4 people in total whereas the Act the that you keep quoting requires 6.</p> <p>Chair of WERC - The Act actually says up to 6, a maximum of 6 I think if I recall correctly from the advice given. It is only a few more months before the AGM, why don't we just have an election at the AGM for the vacant places, which will be as democratic as any other form you wish to take?</p> <p>Chair of WRA - I think that there will be 4 vacancies at the AGM. I can't remember offhand who's tenures expires at the next AGM. I believe Lorna's for example; also, Peter Lomas who was replaced by Mark Lee</p> <p>Chair of WERC - Mark Lee has now replaced Aidan Heavey.</p> <p>Chair of WRA - No, he hasn't. You informed previously that Neil Coulson replaced Aidan.</p>

	<p>Chair of WERC – Sorry, you are totally correct, Mark Lee is taking over from Tarji Nader-Zadeh, Neil Coulson has taken over from Chris Robbins, so with Chris leaving Mark Lee is going into Tarji’s space.</p> <p>Chair of WRA – No, that’s also not correct but this is not the time to further discuss this matter.</p>
	<p>Daniel Goodman: The WERC is not totally independent. The WERC is appointed by residents and both the residents and WERC committee members must be part of the WRA.</p>
<p>Chair of WERC – Alex Howard</p>	<p>I don’t disagree with Daniel Goodman. We are members of the WRA, but once we become members of the WERC, we are servants of the Act and we have to act in accordance with the Act and we have to act in accordance with the limitations and that, in many ways, ensures we are independent because raising a road rate is maybe not the best pleasing thing for all residents. Maybe not all residents want their road rate to go up, maybe not all residents want speed humps, maybe not all residents want traffic calming, maybe not all residents want barriers, maybe not all residents want to have a single dwelling per plot, and it is because of all those reasons that this committee, previous and current and going forward, will have to be independent of any outside influence.</p>
	<p>Andrew Mills: At a minimum, the two WERC appointees together with those WERC members whose tenures are up should be subject to an election at the next AGM.</p>
	<p>Secretary - Two points of audit:</p> <p>Point 1: I think the Chair of WERC is incorrect to say that WRA should have nominated constituencies for the members as the constitutions says quite clearly that when the candidate is nominated it is in connection with a constituency, so it is for those nominating the candidate to identify the constituency, not for the WRA as a whole. See Clause 22 of the Constitution.</p> <p>Chair of WERC – What I was trying to say was it is not the WERC to nominate ourselves onto various constituencies, the constituencies should have been allocated at the time of the election. That is what I was trying to say.</p> <p>Secretary - It is not allocated, that suggests somebody else does it. The procedure is that a candidate stands for a constituency</p> <p>Chair of WERC – Yes that’s exactly what I am saying. it is not for the WERC to allocate or nominate a constituency to a person once they are here. It should have happened at the time of election.</p>

	<p>Point 2: It is entirely wrong for anyone to assume that the WRA is attempting to 'land-grab' from the WERC or to try and curtail the way in which they operate. It is very clear to anyone who reads both the Wentworth Estate Act and the WRA Constitution that what the WRA is seeking to do is actually to take away a veil of secrecy that seems to exist as a result of this mantra that whatever the WERC does is protected by the terms of the Act.</p> <p>We and everyone understands, I think, that WERC members can have a tricky job and that not everyone will be happy with what they do, but I think what residents are looking for, from the questions and comments I have received, is much more transparency over the processes that go on within the WERC, how decisions are made, who votes for what, thoughts and issues, rather than simply drawing a veil across it.</p> <p>Chair of WERC – There is no veil across anything. We are totally transparent, our meetings are minuted, our accounts are open for scrutiny, people can come in and talk to James Periton whenever they want, talk to me or any member of the committee whenever they want. Nothing is hidden. The only thing which is private is the legal advice that we are given, which is covered by privilege and that is the only thing which we do not disclose, because it is under legal privilege and it is totally false to say that we have a screen of secrecy. It is a fundamental misunderstanding of what happens here and I would encourage you to tell that to whoever says to you "I don't know what's going on" instead of the WRA taking on board their case, just ask them to come and see us. We are totally open as there is nothing we want to hide.</p>
<p><u>RESOLUTION 6</u></p>	<p><i>"That the Executive Committee commissions an independent and reputable law firm to review, with the WRA and WERC, ways of working more collaboratively and effectively in the interests of the homeowners and land owners of the Wentworth Estate prior to the next AGM."</i></p> <p><u>Explanation by the WRA Secretary on Resolution 6:</u></p> <p>In his open letter of last Friday, the chair of the WERC states: <i>"The very substance of the resolutions now put demonstrates that the WRA have no real interest in a collaborative approach but seek to exert their own (uninformed) opinions and so control the WERC"</i>.</p> <p>In fact, from the WRA's perspective and the input from the residents with whom we have compiled these resolutions, nothing could be further from the truth. The WRA has repeatedly used the Liaison Meeting as a provision of the Constitution, which binds the WERC to provide clarity over matters, which affect residents, but the WERC has not executed resolutions duly passed at those meetings. It draws a veil of secrecy over the legal advice it obtains and carries on regardless. It risks becoming unaccountable. At the request of residents, this resolution is to ensure that an independent review of better ways of lawfully (meaning within the Act and the Constitution) working together is conducted with a view to implementation if appropriate in a 21st century context.</p>

<p>Chair of WERC – Alex Howard</p>	<p>The WERC is very happy for the WRA to commission a reputable law firm for a judicial review. Unfortunately, we will not be able or allowed to contribute to the costs of that. So we are very happy for you to do that.</p> <p>We are always open to working with the WRA, there has never been a committee that has not wanted to work with the WRA. There has never been a committee member that is anti-WRA as we are all residents.</p> <p>I would bring people back to the 'open letter' I sent on Friday, and I would recommend that people vote against these resolutions because these resolutions are designed to continue the disagreements between the two committees. We should really be working together and working in unity. A liaison committee came from a British Army in the First World War to allow them to liaise with the French Army to move forwards in the same direction, it had nothing to do with one controlling the other and that is exactly what a liaison committee is meant to be. Resolutions passed in a liaison committee are meant to ease the wheels and allow us to move forwards with understanding, it is not meant to cause conflict or increase expenditure or any sort of slowing down of the work of one committee or the other. I would say, very strongly to the residents who are listening, that I would encourage them to vote against all these resolutions because they are not going to help these two committees move forward.</p> <p>What is important leading up to the AGM is that we get together as two committees, sit down and have a free open and frank discussion because as far as we can see a lot of these resolutions emanate from a few residents who are trying to hold the rest of the residents to ransom, wanting to slow down things and make things more difficult than they should be. We are open anytime to meet anyone and discuss any of their issues at any time. Thank you very much.</p>
<p><u>Questions & Answers</u> <u>Resolution 6</u></p>	
	<p>Nigel Moss: In the Liaison Meeting back in February, there were 2 key resolutions, referring to the barriers project and to the Codes, when the wordings were discussed, agreed and passed. You personally voted to pass these two resolutions as did every other member of the WERC, and then you didn't execute for seven months which has been a key cause of the acrimony between the committees. You agreed the resolutions, you passed the resolutions and then you completely ignored the passed resolutions. Why?</p>
<p>Chair of WERC – Alex Howard</p>	<p>That is totally incorrect. You may have your opinion but you can't have your facts. The fact is we gave you a breakdown of the costs four times for the barriers, and you kept coming back to us saying they are not credible. How on earth are they not credible when the planning professionals from Runnymede Borough Council agreed the plans with us, we worked in unison with them. They are credible plans, the costs were credible, and we are in the midst of implementing them within the costs that we gave to you So on the VAC scheme, I do not know where you are coming from.</p>

	<p>As to the Code of Conduct, we have told you a few times that we are putting that behind us for now until we have fully implemented the VAC scheme. We are doing that because of two reasons 1) we already have a Code of Conduct which is on our website and 2) we applied the Nolan principles which seems to be good enough for government and authorities and we are in discussions with you at any time you want as to how things are working and we aren't declining to respond to you.</p> <p>Your major grievance is that when you write to me is that I say then 'noted'. Of course, your points are noted because we are going to discuss them at our next meeting. They are always discussed fully and comprehensively discussed and we respond afterwards and they are minuted. So you really cannot have your own facts, these are the facts.</p> <p>Chair of WRA – Again, we are going to disagree on your “facts”. I speak on behalf of the whole Executive Committee when I say that these resolutions were not executed. The VAC plan keeps changing so it's not credible. You refer to the planning professional but don't make the decisions. The Planning Committee at RBC makes the decisions and they refused your planning application and your Plan B is unclear. I realise I am now trying to execute Resolution 1 and I think we should wait until we hear from residents whether they approve Resolution 1 so we can finally have something that makes sense to all of us in a clear form as opposed to the on-going fluidity of this particular issue.</p> <p>Chair of WERC – I will say to all the residents that are listening that we will take note of whatever comes out of this EGM, but this EGM cannot bind us and will not bind us. We have to be independent and if you want to come and talk to us about why these resolutions will not bind us, we will explain them again to you, but it is outside the WRA's Constitution the way they are running this.</p>
	<p>John Tenconi:</p> <p>Regarding previous points on deferring work between the committees on the Code of Conduct, Governance and Covenants, and to do with the issue around the fact the VAC Plan is credible and will go ahead. Do you have any estimate of how long it will take to get the Diversionary Order for the rights of way?</p>
<p>Chair of WERC – Alex Howard</p>	<p>We have a meeting this week and I will be able to tell you later, but I am guessing about 3 months.</p> <p>Secretary of WRA – You know that some of these Rights of Way, Diversionary Orders take a number of years to obtain.</p> <p>Chair of WERC – Yes, we will be looking at the original plans by Surrey Highways as exactly where the Right of Ways are.</p> <p>Secretary of WRA - But I guess what comes from that is that you are so assertive that everything will go ahead as planned, and it seems there is at least a suspicion that there maybe difficulties ahead and matters are not quite as straight forward as you say.</p>

	<p>Chair of WERC – If you are talking about the internal barriers and the internal barrier which crosses the Right of Way, as with all internal barriers, we are going to review if that is required after the traffic flow analysis. I must admit I am not 100% certain at this point in time if all 10 of the internal barriers are required.</p> <p>Secretary of WRA – But you said you won't do any of those things until the installations are formalised for the external barriers, and I certainly don't want to make this a Q&A between you and I, but I am simply trying to let residents understand that there is not the degree of certainty that you are promoting that all will be well with the original scheme. If there were that degree of certainty, several of these resolutions would not be necessary.</p> <p>Chair of WERC – I agree with you nothing is 100% certain and what I am saying, under legal advice, is that we believe we will be able to implement the VAC plan as required.</p> <p>Secretary – And can I finally say that we, as the Executive Committee, are not acting in any ultra vires. We have looked very closely at the provisions of the Act and the things we do we do within the Constitution, and the things we do are all done legally within the Constitution.</p> <p>Chair of WERC – Let's not debate this too much, but I am not sure the Constitution has your voting scheme in it, and it is quite clear how votes should be dealt with, including proxies, but also the Act does trump the Constitution.</p> <p>Secretary – No, it doesn't.</p>
	<p>Daniel Goodman: This is a suggestion, not a question. When today's proceedings are made available, it should be made clear what is covered by the estimate of £550 per household and that it's a capital cost only, and is a one-time charge. Also, it should be made clear whether the estimate of £550 per household includes any maintenance and upkeep during operation, or such operational expenses are a separate addition to the rate.</p>
<p>Chair of WERC – Alex Howard</p>	<p>You asked me approximately how much this project would cost per household. We don't attribute costs like that. You are asking basically how much it would be if you divided by 600, that is it. We don't attribute it to individual households and nothing from the road rate levy went towards the VAC project, that was from other funds. Technically all funds are road rate, but if you look at how much is levied per household and how much came from other sources, such as the PGA, development, filming rights, it was those funds that we used to pay for this project, so road rates have never been levied and used for this project. The road rate levy is used to do the roads, hedges and clear the ditches and all that stuff.</p>
	<p>Carol Manduca: Why can WERC not be more transparent? There have over many years been requests to see financial projections/costs, key legal advice on which WERC are acting - important for all residents - and even today WERC are saying they will talk to some of the residents one-on-one.</p>

	We should all understand the issues - these matters are too important for 'behind doors' discussions.
Chair of WERC – Alex Howard	I am very happy to meet with Carol and talk through all of this, and if there is a way we can become more transparent with the help of Carol, I am very happy to do that.
	Daniel Goodman: The sinking fund belongs to residents. The WERC cannot claim that the funds for the gating didn't come from the road rates.
Chair of WERC – Alex Howard	I think Daniel and I are talking off the same hymn sheet. The only difference is that we will not increase the road rate levy to pay for the VAC scheme. He is totally correct all monies are road rate as I stated beforehand. But money we have used for the VAC scheme has come from planning, PGA, filming and the sale of the Methodist church.
Chair of WERC – Alex Howard	Are there any other questions apart from Mr Goodman, Carol Manduca and Mr Mills. If they are the only three who have questions, I am very happy for all three of them to come and sit down and go through all questions, line by line, with them and help them understand where we are and they can help us move forward. I am sure communication could be better. I really appreciate Daniel, Carol and Andrew coming in to help us.
	Louis Shakinovsky: Is it not reasonable for members to get credible good, bad and likely financial outcomes of the VAC scheme.
Chair of WERC – Alex Howard	Yes it is reasonable, we have gone through this. The worst outcome is we can't do it at all and have wasted £400,000, which I don't think is going to happen. So if you break the Estate up into its constituent parts, the central Island is the one where if you are talking about risk, is the highest risk in this not working as envisaged. The rest of the Estate, Lower and Upper Wentworth will work as envisaged. So it is the central Island that has a risk attached to it and we are working very hard to make sure that that does not occur and we are able to have the central Island with a full VAC scheme working efficiently.
	Louis Shakinovsky: I will gratefully take up Alex offer to chat directly about the issues.
Chair of WRA	It is time to close the Q&A. Any unanswered questions will be directed to the most relevant committee in order to respond. WRA members and the WERC team was thanked for attending and debating the issues. Everyone should have received an email from Mi-Voice with a link to the voting site, any issues or not being able to access the voting site should contact Mi-Voice or the WRA and we will facilitate.
Meeting Closed	The Chair of the WRA closed the meeting at 17:46.