Subject:	**RIDGWAY: RMC Committee Meeting Minutes**
Date / Venue:	**Tuesday 22 April 2025, 7.30pm, flat 17**
Committee Members:	**Attendees**: Peter Rowell, Tracey Fletcher, Neil Datta, John Simister, Rob Lilley, David Robson **Apologies:** Edward Fitzpatrick

1	**PREVIOUS MINUTES** These had been previously agreed	Info
2	**TREASURER'S REPORT** £8,888.18 in Ridgway Bank Account	Info
	Monthly maintenance: Flat 4 arrears paid. Several flats are paying incorrect below £250. Tracey is managing this, allowing some leeway for owners who had not seen the original email regarding the increase to £250 in January 2025.	TF
	Tracey went through the latest management accounts. These accounts are produced in conjunction with Peter (maintenance manager). No issues as of the first quarter 2025.	Info
3	**BLOCK REPORT** Peter went through his Ridgway maintenance report.	
	In case of block evacuation in an emergency, a fire-proof red bag containing an emergency evacuation plan, contact numbers, and a plan of the building is to be located near the block front door.	PR
	John to update the Ridgway Residents handbook and distribute it to committee members for review before sending it out to residents. C/F	JS
	Next block window cleaning booked for 16 June 2025. The cost is the same as last year, ie £5,430	PR
	The roof is generally in good condition, albeit with a bubble starting to form in the NW corner. The roof is due to be solar painted in September 2028. The high-level balustrade between the lift motor room and the ladder room is badly rusted and should be repaired – target Spring 2025.	PR
4	**GARDEN MANAGER'S REPORT** There is a risk posed by the large tree and the lime trees in the rear garden. To be checked/pruned in 2026 when the next tree pruning takes place.	Info
	A Picus Sonic Tomograph (used for detailed safety examinations on trees in order to assess the inner condition of trunks with hollows or fungi) analysis was carried out on the four horse chestnut trees at the front, on 4/7/2024 by The Tree Company. Rob to ask Ed, re a copy of the report. Maybe have these trees checked again in 2026.	Info
	Slight leak in garage that may be due to faulty membrane or pointing in roof/garden tiles above. John has discussed this with Kevin, who has quoted a cost of £3,300 to rake out existing pointing and replace it with a new silicon type. John to forward information to Peter.	JS/PR
	John to speak to Kevin about cleaning the patio tiles at the rear and the front of the block.	JS
	Neil to speak to gardeners about repairing a patchy area of grass.	ND

6	**FUTURE MAJOR WORKS** None planned	Info
7	**MANAGEMENT / AOB** **Directors** A discussion took place on directorships. There are a number of directors who do not take an active role in management of the block. IE they are not committee members. Further discussion is planned for the next committee meeting in July 2025. In the meantime, John will speak to Lawrence Gibbs who is chairman of Heathshott Property Management Committee, a nearby block of flats. Rob understands that at Heathshott only people who serve on the committee are directors. Companies House shows that there are four directors at Heathshott. David's document 'Directors' Duties and Responsibilities' is added as appendix A to this document. **Pets** A discussion took place regarding the keeping of pets. It was generally felt that dogs should probably not be allowed in the block, although all are aware of upcoming legislation which will ensure that owners and tenants in flats should be given due consideration to any such request. The committee felt that it would be good practice to have a criteria for such requests in the Ridgway Handbook. Neil to forward these criteria to John.	JS Info ND/JS

The meeting finished at 9.02pm

2025 Meetings (all Tuesdays): 22 July; 21 October

APPENDIX A

Directors' Duties and Responsibilities

These notes summarise directors ’duties, following questions from a number of directors concerning their responsibilities. They are based upon reference material on the Institute of Chartered Accountants’ website[1].

These notes:

A/ provide a reminder of the framework of companies, company law and company documentation under which directors act;

B/ describe the role of directors and their responsibilities;

C/ describe the consequences of breaches of directors' responsibilities (following specific questions being asked); and

D/ summarise my own thoughts in the light of the above for Ridgway.

A/ Companies, company law and documentation

Ridgway Management Company Limited (Ridgway) is a private company limited by shares (by far the most common form of company in the UK). A company is an artificial person, legally separate from its shareholders which operates only through its directors or their delegates.

Ridgway’s constitution is set out in its Memorandum and Articles of Association. A copy is available on Ridgway’s website[2].

Ridgway is subject to company law: the Companies Act 2006, certain other statutes, various statutory instruments (many supplementing the Companies Act 2006), and common law. In particular the statutory provisions on directors’s duties largely codified (or "consolidated") common law and are interpreted with regard to these cases.

B/ Directors’ responsibilities

While there is no comprehensive legal definition of a director, in essence a director is responsible for the management of a company alongside the other directors who together form the board of directors. Being responsible for the management of a company, directors are responsible for ensuring that the company complies with all laws that apply to the company.

Ridgway’s Articles set out the number of directors Ridgway can have, the qualifications they need, how they are to be appointed and when they must be dismissed.

Directors have seven general duties which are:

1/ To act within the powers given to them in the Articles;

2/ To promote the success of the company for the benefit of its shareholders as a whole having regard to: the likely long-term consequences of a decision; the need to foster the company’s business relationships with suppliers, customers and others; the impact of the company’s operations on the community and the environment; the desirability of the company maintaining a reputation for high standard business conduct; and the need to act fairly between the company’s shareholders;

3/ To exercise independent judgment. They may obtain advice, but must exercise their own judgment and

1

https://www.icaew.com/regulation/membership/icaews-guide-to-directors-responsibilities

The guide is not intended to constitute legal advice and specific legal advice should be sought before taking or refraining from taking any action in relation to the matters outlined.
2 https://www.ridgway-richmond.co.uk/downloads.htm

whether or not to act in accordance with it.

4/ To exercise reasonable care, skill and diligence. This involves a minimum objective standard of what could reasonably be expected of someone performing a director's role and is supplemented and raised by a subjective standard that takes into account the general knowledge, skill and experience that the director actually has. (e.g. more can be expected of a director having specific relevant knowledge, skills and experience).

5/ To avoid conflicts of interest. Directors must avoid any situation in which they have, or can have, a direct or indirect interest that conflicts or may conflict with the interests of the company.

6/ Not to accept benefits from third parties. Directors must not accept a benefit from a third party conferred by reason of the director being a director or doing or omitting to do anything as director.

7/ To declare interests in transactions or arrangements with the company.

Directors have a collective responsibility to manage the company. Although powers may be delegated to a committee consisting of one or more directors, this does not absolve directors of their responsibility for the management of the company.

Directors have specific responsibilities in relation to a company's operation, including keeping adequate accounting records and preparing annual reports and accounts (which must be open at all times for inspection by the company's officers and kept for a minimum length of time). In addition various registers must be kept (e.g. of directors, of shareholders, of people with significant control and of debenture holders) and certain information must be filed with Companies House within specified timeframes.

C/ Breaches of directors' responsibilities

The limited liability afforded by a limited liability company applies to its shareholders rather than to directors. Directors may be personally liable where they fail to meet their responsibilities and a breach of company law may be a criminal offence (e.g. a breach of the CA2006 requirements on corporate administration (eg, keeping company registers and making filings) may constitute an offence for which the company and every officer in default may be liable).

Directors and other officers may also be liable to fines under other legislation to which the company is subject and a court may disqualify a person from being a director.

Companies cannot absolve directors from liability for negligence, default, breach of duty or breach of trust in relation to the company but a company can purchase insurance for its directors against these liabilities.

David Robson
January 2023