



**MINUTES OF A  
SPECIAL GENERAL MEETING**  
of  
**THE WINDLESHAM CLUB AND THEATRE**  
held at the Club  
on  
**Wednesday 22<sup>nd</sup> November 2017**

The Meeting opened at 2005hrs

**Present**

*Management Committee Members*

Duncan Cordell – Chairman

Julie Barnett

Paul Barnett

Colin Bidwell

Nigel Sime - Hon Secretary

Mark Scott - Hon. Treasurer

Bob Usher – President

Mike Lewendon – Vice President

*Club Members (additional to above)*

14 Members were recorded as attending

**ITEM 1 - INTRODUCTION**

Mr. Bob Usher, Club President formally opened the Meeting, welcomed those attending and handed over to the Chairman.

The Chairman thanked Mr. Usher for his opening of this SGM and added his welcome and appreciation to Members present. He sought and obtained confirmation the all Members present were Fully Paid-up or Life Members of the Club and noted that a quorum of 10 Members as required to proceed to business had been achieved.

Before starting, to avoid any disruption and the annoyance of others, Members were asked that all mobile phones are switched-off or, at least put onto vibrate, and should anyone wish to engage in phone conversations they did so outside the Meeting.

**2. APOLOGIES**

The Hon. Secretary reported that apologies had been received from Pat Morgan and Jacqui Grantham which were duly noted.

### **3. CONVENING & PURPOSE OF THE MEETING**

The Chairman checked that all attending were aware of and had hopefully had an opportunity of reading through the **official Notice & Agenda for this Meeting together with his Statement - both dated 1<sup>st</sup> November 2017**. These documents had been made available in the Clubrooms, posted on the website and distributed by Email within times stipulated under Club Rules.

The Chairman stated:

*“Just to be absolutely clear, this Special General Meeting is to address only the specific business contained within the Notice and Agenda to the extent of excluding all and any other issues not relevant to that notified since to introduce new or additional business denies the opportunity of participating by other non-attending Members who might be here if other matters were included on the Agenda. Should any Member stray from the matter in hand, pursue their own agendas or introduce business not germane to the purpose of this Meeting, it will be ruled as invalid and out of order. The AGM is the forum to raise such issues and any such discussion is beyond the remit of the Notice given. There can be no formal Proposal or Motion to be put or voted on and our discussions must be based upon that of consultation and discussion, hopefully leading to resolution of the issue confronting us”.*

### **4. BUSINESS OF THE MEETING**

Proceeding to the transact the business of the SGM the Chairman informed the Meeting:

*“Sticking strictly to the business as given by the Notice & Agenda, to maintain structure, good order and timely progress, you are asked to be directed from the Chair and the Hon. Secretary in any procedural matters. Should anyone fail to accept direction, they will be asked to withdraw from this Meeting and I am sure that with your co-operation this will not be necessary.*

*I would underline that this is not a gathering for one-to-one discussions and it is the intention that the proper business of this SGM will be formally and correctly transacted”.*

*To progress of our discussions please raise your hand and when invited please state your name for the minutes and direct your comments to the Chair. I will then open up discussion to the whole of the Meeting where everyone present will have the opportunity of contributing. I would request that we try to be short and strictly relevant and would ask that suggestions made are positive and constructive. I would request that Members refrain from interrupting when anyone is addressing the Meeting.*

You will have seen and digested my Statement attached to the Notice of this SGM and I see no purpose will be served in reading this through.

To better assist the Meeting, you will see that Brief General Notes relating to serving on the Management Committee have been distributed for your information.

The position is clear with regards to the very much depleted numbers serving on your Management Committee as I have explained - except that Pete Tiner has now generously volunteered to be co-opted and we very much look forward to him joining the Management Committee in January. Willy Woods has also expressed interest in joining but regrettably is unavailable until April next year. However, this still leaves the Management Committee floundering at below half-strength and this SGM is convened not to vote on any specific Proposal but to examine the views and suggestions of Members who, at the end of the day, can but only resolve this current situation.

Under Club Rules, to serve on the Management Committee, the individual must have been Member of the Club continuously for a period of 6 months if they live in Windlesham or 1 year if they do not live in Windlesham. An alternative for some may be to join one of the reformed sub-committees dealing with Estates, Entertainment or Bar.

It is understood that serving your Club community is not for all, when Management Committee Members are constantly “on duty” when visiting the Club or when they open-up their Emails to be presented with a steady stream of Club matters. The recurrent and over-whelming reason that Members who do volunteer and subsequently resign, is that of balancing available time between the Club and the pressures of work and family commitments - coupled perhaps, as with any committee, with a degree of frustration in plans and promises dragging on to becoming a practical reality.

I have now served on the Committee for 20 years and as Chairman for 17 of those years, Colin Bidwell has done 22 years with Paul & Julie Barnett having put in some 8 years. It has been said that a committee “is an animal with four back legs”. With present numbers we have only one functioning leg to hop upon and the strain is showing.

Members of the Management Committee before you can add very little to advancing resolution to this problem – hence the reason for this SGM - so therefore to open discussion, I invite Members to address the issue confronting us. Who would like to start with any ideas and suggestions?

There followed a wide-ranging discussion the salient points of which were:

- Malcolm Eckershall asked why previous Committee Members and especially the “new blood” voted in at the April 2015 AGM had resigned? *It was confirmed that this was due to other commitments which made it hard for them to attend monthly Committee meetings and so comply with agreed Management Committee operating rules concerning absence.*
- Mark McLennan asked what was needed to make up a Committee? *He was informed that currently there were vacancies for 8 Members to make the Committee up to strength of 12 plus the 2 Officers as already stated within the documentation for this Meeting.*
- Hywel James asked who has a vote on the Committee? *He was informed that all members of the Committee have a vote except the Hon. Secretary and the Hon. Treasurer as Officers.*
- Malcolm Eckershall asked if we had targeted specific members? *Simon Watts, as an ex-Committee Member, responded that we had but that all those Members had now left the Committee and went on to underline the amount of dedication and involvement required to serve.*
- Crista Hunter confirmed that she would be happy to join the Committee and that she would like to be involved with the entertainment side. *This was welcomed.*
- Bob Pope stated that Members were not happy about the Committee keeping things to themselves and said that was the reason why no Members volunteered to quote for work as they were not confident they would actually get the work. *Although this comment was beyond the express purpose of the Meeting as notified, the Chairman took it onboard and responded by pointing out the process of seeking Members Requests for Quotations, such as the erection of the smokers patio in the past, that two recent Requests had solicited no Members response and the planned work remain yet to be commenced.*

- Pat Keirnon stated that Members need more transparency from the Committee. He also stated that that the Committee do not ask Members what they want. It was observed that there exists a feedback facility on the website, a Suggestion Box and Comments Book where very little concrete feedback was forthcoming. Further, attendance at AGMs generated little Members interest as recorded by the number of those attending. Pat offered to form a forum group of a cross section of Members to promote ideas up to the Committee. *The organisation by Pat Keirnon of an active Members forum was welcomed by the Committee who looked forward to future contributions.*
- Crista Hunter stated that we need to encourage younger people to visit the Club by offering good Wi-Fi and an area within the Club for them. *Whilst this strayed-off the issue in hand, Paul Barnett confirmed that Callum Barnett had given the last Committee meeting strong ideas for encouraging younger people to the Club and this was being positively followed-up.*
- Bob Pope stated that he would be willing to join the Entertainments Committee and underlined that event ticket sales needed to be driven by Bar staff. *The Chairman confirmed that any Member can contribute as this is a Member's Club run by and for Members.*
- Lynn Miles stated that the Committee should inform all Members of the consequences of not having a Management Committee and that they need 'a kick up the backside'!
- Richard Midgley confirmed that the Committee need to share the consequences of there being no Committee to all Members. *The Chairman informed the Meeting that we have something approaching 600 Members of this Club and to form a Management Committee of 12 represents 2% of the total Membership who own the Club. Without a Management Committee, the Club in its present form is simply not sustainable and we will have to examine other options such as a Management Contract with a qualified Third Party which undoubtedly will radically impact upon the structure and nature of the Club. At the end of the day, failure to effectively manage the Club may be seen as "antagonistic to the general principles and objects" of the Club under the 1879 Trust. He further stated that the Club could convert to a charity or incorporate by way of company limited by guarantee but that this would have financial implications and this would significantly change the way the Club operates at present. Hon. Treasurer, Mark Scott confirmed the financial impact and regulatory downsides of other options mooted.*
- Pat Keirnon stated that it is very important to get feedback from the Members and felt the Club Manager was critical in this as 'front of house'. *It was made clear that Alan Vowles and the Hon. Secretary are all that are left on the Bar Sub-Committee which continued to have virtually weekly meetings and Alan attends the monthly Management Committee meetings. His input is considered vital in conveying the views, feelings and conduct of Members.*
- The Chairman stated that we could appoint a Communications Manager and this would need to be costed.
- Reg Rapley agreed with Duncan about appointing a Communications Manager and that the Bowls Club had successfully used one for many years.
- Hywal James stated that the type of bands visiting the Club had changed and weren't as good as previous years when Bob Pope ran the entertainment. *Paul Barnett stated that the purpose of the Entertainments Sub-Committee was to bring in bands that would meet the requirements of all the Members and felt that the different types of music offered were much improved. Paul Barnett further*

*highlighted the need for effective two-way internal communications. Various Members questionnaires had been arranged in the past with a fairly lack-lustre reaction but steps had been taken to arrange entertainment of interest to the majority. The Chairman added that even when a specific band was arranged in response to an ex-Committee Members recommendation, the individual promoting the band had not turned up to support the gig.*

- Mike Lewendon stated that the real problem is the lack of ideas and the people to do it. He said that we need more people to join the Sub-committees. *This sentiment was re-enforced by the President who robustly commented that the Club needed Members who were prepared to do things rather than talk about them.*
- After some persuasion and deliberation Mark McLennan offered to join the Committee to be the channel for 'regulars' communication.

## **5. CONCLUSIONS**

- i) Those putting their names forward to join and serve on the Management Committee effective at the January 2018 Management Committee Meeting were:
  - Crista Hunter.
  - Mark McLennan.
  - Pete Tiner

It was noted that Willy Woods would be able to serve from April 2018

Subsequent to the closure of the Meeting Richard Morgan offered to join the Estates Sub-Committee.

- ii) A Member's Forum to be set-up by Pat Keirnon.

## **6. ADJOURNMENT**

The Chairman stated a good exchange of ideas and suggestions had taken place which would be actively followed-up. The names of those who have put themselves forward to be co-opted to join the Management Committee together with two-year retiring Members will be formally put to the vote at the 2018 AGM in the usual way. He thanked attending all for caring about their Club and for turning-out for this SGM.

The Chairman declared that business of the Club's SGM is transacted, duly discharged and concluded and that this Meeting is formally Adjourned and Terminated.

\*\*\*\*\*

The Meeting closed at 21:15