



# WEST SUSSEX ASSOCIATION OF LOCAL COUNCILS LIMITED

## Minutes from the Board Meeting of West Sussex Association of Local Councils Limited held via a Zoom video/audio conference on Monday 23<sup>rd</sup> November 2020 at 11am

<b>Directors Present</b>	Terry Oliver	Horsham District Association and Chair
	Mike Beal	Chichester District Association
	Phil Baxter	Horsham District Association
	Rodney Jackson	Mid Sussex District Association
	Michael Warden	Arun District Association
	David Ribbens	Chichester District Council
	Mark Mulberry	Mulberry and Co
	Roger Taylor	Weller Hedleys

**Presidents and Vice Presidents Present** None

**Also in attendance** Joanna Cadman Administrator

1. **Apologies for absence:**

Apologies were received and accepted from Lilian Richardson, Arun District Council

2. **To approve the minutes of meeting held on 13<sup>th</sup> August 2020.**

The minutes were approved as a true record of the meeting, subject to the changes proposed by Phil Baxter. Proposed by David Ribbens, Seconded by Mike Beal, all in favour.

3. **Matters Arising (not on this Agenda).**

Rodney Jackson advised that Tony Spiers has written to all parishes in mid Sussex, supporting the resolution being proposed at the AGM.

Terry Oliver pointed out that the purpose of the exercise in West Sussex is not to look at SSALC's costings, but at the total cost that West Sussex parishes pay to SSALC. The aim is for a broad report, not only assessing the financial implications. There may be other reasons why it would be advantageous at this stage to look at an independent CALC. West Sussex ALC Limited is not criticising SSALC, it is looking at value for money.

4. **To receive and note an email from Trevor Leggo, CEO of SSALC, dated the 6<sup>th</sup> November**

The Board noted the email from the CEO. It is not intended to take any action, but it is recognised that the choice of wording in the email to the CEO from a director of West Sussex ALC Limited was insensitive.

The Board will examine whether all members of the Board should be copied into each member's correspondence as a member of the Board.

5. **To receive and note correspondence from Clerks since the Board meeting on the 19<sup>th</sup> October**  
Noted.

6. **To note the Company's Act 2006 and Articles of Association of West Sussex ALC Limited**

a) *Relevant sections of the Act:*

The Companies Act gives Directors the power to act.

The Chairman had requested that the resolutions be withdrawn in light of the Companies Act.

The Act gives clarity on what should be done.

b) *Application of (a) to West Sussex ALC Limited AGM:*

Mark Mulberry confirmed that the twelve months within which the AGM must be held runs from the year end. Therefore, the AGM must be held by the 31<sup>st</sup> March 2021.

c) *Interpretation of Legal Advice:*

The legal advice from Hampshire Legal Services was noted.

Roger Taylor confirmed that a special resolution will normally be moved by a member and does not lapse. He agreed with the legal advice that part of the resolution is not correct, as the member is seeking to do something which it is not possible to do. He confirmed that the first resolution is a special resolution, the second and third are not, and are not in a member's power. However, each item should be taken individually, as the Board would not want to be seen to prevent discussion.

Mark Mulberry was in agreement, and further stated that the 4<sup>th</sup> resolution was badly worded and probably could not be voted on.

Roger Taylor advised that, if the special resolution is carried, the Board would not be able to take any further action, but would have the information gathered to that date and that could be disseminated to all the parishes in West Sussex.

Mark Mulberry confirmed that each parish has two votes. The Company's articles state that each member may appoint two persons to act as their representatives to attend, speak and vote. 25 persons entitled to vote would be quorate. Decision making is by a show of hands at the meeting and 75% of those attending or voting by proxy will carry the motion.

Members discussed the option of deciding the resolution by poll. Article no 32 allows for a poll vote, either in advance of the meeting or as demanded by the directors.

d) *Actions following the advice*

The following options were discussed:

- i. Delay the AGM, so that all options can be presented
- ii. Continue with the arranged date
- iii. Opt for a poll vote
- iv. Discuss the resolutions with the proposers
- v. Communicate prior to the AGM
- vi. The Board to agree to make a statement, to be read before a vote is taken.

Terry Oliver suggested that the AGM might be postponed, in order to get all documents out to members, so that the AGM fulfils all legal requirements but gives members the chance to deal with the resolutions with all the facts in front of them. In his view, it would be irresponsible to stop the Value for Money report now, as it is so far advanced, and it will give members an informed and constructive view. Mark Mulberry confirmed that the 2006 rules allow for the meeting to be held as required, within 12 months of the year end.

David Ribbens Proposed that the AGM scheduled for the 2<sup>nd</sup> December be cancelled, in order that Colin Copus' Value for Money report would be ready to be distributed to all member councils beforehand. Members would be advised of the new date within the next 10 days. Seconded by Mike Beal. Four members were in favour four abstained.

e) *Procedure for communication to local members*

It was agreed that the administrator would request the Company Secretary to send the notice to cancel the AGM to all member councils, with the following explanation:

The AGM has been cancelled because the Value for Money report will not be ready in time for the AGM planned for the 2<sup>nd</sup> December. The Board of West Sussex ALC Limited would like all members to have this report in time for the AGM, in order to be able to make an informed decision.

Terry Oliver suggested that the AGM be re-arranged for February 2021.

It was noted that the Board of Directors had not agreed the date of the 2<sup>nd</sup> December. This date had been decided by the CEO of SSALC, after the initial date had been cancelled due to the notices being invalid.

**7. To receive an update on the current VFM project and to agree, if required, any matters relating to this project.**

Colin Copus had interviewed Terry Oliver and Mike Beal the previous week.

The directors now need to start considering their report, following Colin Copus' report, as it is expected shortly.

**8. Any other business**

- a) Members discussed communications with Tony Spiers, who will not be aware of the Board's decision and the reason why the AGM has been postponed. Terry Oliver said that he would be happy to speak to him, if he wished to phone him.
- b) Terry Oliver asked Roger Taylor and Mark Mulberry to say whether they considered that the process followed by Directors at the meeting had been correct. They both confirmed that the process that the Board had followed was correct.

**9. Date of next meeting**

To be arranged on receipt of the report from Colin Copus.

The meeting closed at 12.50pm.

Signed (Chairman) \_\_\_\_\_

Dated \_\_\_\_\_