



# 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 Thursday 24<sup>th</sup> September 2020 at 11am

<b>Directors Present</b>	Terry Oliver	Horsham District Association and Chair
	Lilian Richardson	Arun District Association
	Tony Nicklen	Adur District Association
	Mike Beal	Chichester District Association
	Phil Baxter	Horsham District Association
	Rodney Jackson	Mid Sussex District Association
	Michael Warden	Arun District Council
	David Ribbens	Chichester District Council
	Mark Mulberry	Mulberry and Co

**Presidents and Vice Presidents Present** None

**Also in attendance** Joanna Cadman Administrator

1. **Apologies for absence:**

Apologies were received and accepted from Roger Taylor, Weller Hedleys.

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, after the following amendments:

4c: 'for' should read 'from'. AirS should be spelled out as Action in rural Sussex (AIRS). SCAP&TC should be spelled out as Surrey County Association of Parish and Town Councils.

4e: 'these surplus' should read 'these surpluses'.

Penultimate line paragraph 4: 'this disappointment by endorsed by all directors' should read 'this disappointment was endorsed by all Directors'.

Paragraph 6, line 6: 'Terru Oliver' should read 'Terry Oliver'. Penultimate line: 'consider and pursue value for money project' should read 'consider and pursue WEST SUSSEX ALC LTD's own value for money project'.

Paragraph 8, fourth line: 'before he starts writing his brief' should read 'during preparation of the brief'

Proposed by Mike Beal, Seconded by Lilian Richardson, all in favour.

Terry Oliver requested that all amendments be sent to Joanna, who will amend all typographical errors but circulate factual errors for agreement before amending the minutes.

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

None.

4. **Chairmans Correspondence**

Discussions took place on the range of correspondence from a number of clerks, received by the administrator and reported to the Board.

5. **To review and consider if there exists any conflicts of director's interests as set out in the West Sussex ALC Limited Articles of Association Part 2 Section 15 or Companies Act 2006 Section 175**

Mark Mulberry stated that he and Roger Taylor had been appointed as Honorary Treasurer, and Honorary Solicitor, respectively, by the Board of SSALC Ltd, at its inception. It was necessary to ensure that there was a control of SSALC Ltd by a commonality of directors, for VAT purposes. The appointments, which were drawn up by Hedleys, solicitors, were circulated to all members of the Board and approved. He confirmed that the original structure would need to continue, but the holder of the role of Honorary Secretary did not need to be an auditor.

Whilst Roger Taylor and Mark Mulberry are Board members of the three county boards and SSALC Ltd, they would not necessarily attend Association meetings, as they are appointed as advisors. They have full voting rights. Regarding a conflict of interests, Mark Mulberry said that they would each have to declare that they are a member of three boards. They preferred to allow the Boards to proceed with their business without their attendance, unless required. He acknowledged that his company supplies services to the Association, and to Town and Parish Councils, and that he therefore has a dual hatted connection.

Tony Nicklen was of the view that Mark Mulberry was able to manage an inevitable conflict of interest. Phil Baxter believed that it was a simple matter of distancing himself from the discussion, but Tony Nicklen said that it would depend on the discussion and the level of interest. Mark Mulberry pointed out that there were three or four members of this Board who were members of SSALC Ltd Board as well. If they distanced themselves from discussions regarding SSALC Ltd, the meeting would be inquorate. If the discussion concerned Mulberry and Co, he would withdraw, but he would use his discretion regarding his position as a West Sussex ALC Ltd director.

Terry Oliver accepted that there was no conflict of interest, unless a pecuniary one arose, his concern was that West Sussex ALC LTD had decided on a project which addresses issues with SSALC Ltd, but SSALC Ltd directors have been asked to approve expenditure for Wellers Hedley to investigate, on SSALC Ltd's behalf, issues arising from West Sussex ALC Ltd's actions. Two members of this Board, who will have access to all meetings, documents and voting are in honorary positions and involved with SSALC Ltd, and in the financial impact of any decisions that are made.

Mark Mulberry confirmed that Wellers Hedley, solicitors, have been asked to report on the effect of a break away, but that his company is not involved in this report and has no influence. However, if he is asked to write a report on the financial implications, then he will have a conflict of interests. He was of the view that it would, in both instances, be better to use an independent firm, but he stressed that Roger Taylor would have considered whether there was a conflict of interests before he accepted an appointment.

Terry Oliver noted that this project is looking at services which are currently provided by Mulberry and Co to SSALC Ltd, such as training, and which he could offer in competition to both SSALC Ltd and now to West Sussex ALC Ltd. Members pointed out that their Councils use Mulberry and Co for auditing purposes, but don't see this as a reason for concern, as SSALC Ltd and West Sussex ALC Ltd do not provide auditing services to parishes. Mark Mulberry agreed that he has a multi-hatted role as a director of three companies, running his own business, and acting as company secretary to a number of companies but, if West Sussex ALC Ltd decided that it wanted to discontinue using services from SSALC Ltd, it would be the decision of the board, not his.

*Mark Mulberry left the meeting.*

6. **To consider and decide the Board's response to SSALC Ltd Limited's request for information from the board of West Sussex ALC Limited as set out in their email dated 27<sup>th</sup> August 2020 following the receipt of legal advice on the matter**

The Board had asked Joanna Cadman, administrator, to provide a letter to SSALC Ltd which picked up all the salient points from the legal advice received from Hampshire Legal Services.

SSALC Ltd has received all agendas and meeting minutes from West Sussex ALC Ltd, which could have been used to answer the FOI.

Discussion took place on whether SSALC Ltd needed to respond to the FOI, as a limited company. That there are special circumstances in which a limited company is required to behave the same way as a public body, if they are involved with public bodies. The fact remained that it was SSALC Ltd's FOI, not West Sussex ALC Ltds.

It was **agreed** that, should West Sussex ALC Ltd receive a FOI, the Board would seek the services of Hampshire Legal Services to respond. Hampshire Legal Services will charge £80 per hour for their legal advice. **Proposed by David Ribbens, Seconded by Mike Beal, all in favour.**

It was further **agreed** that the Board delegated the power to the Chairman and Vice Chairman to seek legal and professional advice on any future FOI requests that come directly to West Sussex ALC Ltd. **Proposed by Phil Baxter, Seconded by Tony Nicklin, all in favour.**

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

- a) Colin Copus is slightly delayed from starting this project but will be able to give it his full attention shortly.
- b) It is hoped to organise a Zoom meeting with Berkshire ALC, who have undertaken a similar project, in order to ask questions.
- c) Members were asked to draw up questions for the survey and to send them to Joanna Cadman, who will collate and send them to Terry Oliver, Lilian Richardson and Mike Beal, (Project Team) who will decide on the final questions.
- d) It was agreed the Project Team will seek advice from NALC on how to run the ballot and how to conduct the subsequent Extraordinary General Meeting.

**Proposed by Michael Warren, Seconded by Tony Nicklin, all in favour.**

8. **To consider the recent SSALC LTD Limited communications to the member councils of West Sussex ALC Limited and decide the way forward**

An obligation is placed on all councils to achieve value for money. West Sussex ALC LTD is not trying to split up the organisation, but to ensure value for money. Terry Oliver and Phil Baxter devised a document which went out to Horsham District, explaining what is being done on their behalf.

Ultimately, it is the members councils' decision, not the County Boards, whether to continue with the services of SSALC Ltd. It was noted that it would be necessary to ensure that the members Councils made the decision, not the Council clerks.

Communications from SSALC Ltd have been noted and it was agreed that responses from the Board would be in the form of the two reports. **Proposed by Michael Beal, Seconded by David Ribbens, all in favour.**

Joanna Cadman was asked to make contact with the Sussex Society of Local Council Clerks, to request a Zoom meeting with their members, giving them an opportunity to ask questions regarding the project. **Proposed by Tony Nicklin, Seconded by Lilian Richardson, all in favour.**

9. **Any other business that directors wish to raise with the board**

- a) Michael Warden requested that all members be permitted to use the letter that Phil Baxter drafted and sent to Horsham Councils.
- b) All members were asked to send Joanna their contact details and phone numbers to be used for this purpose.

- c) Terry Oliver is hoping to speak with the Leader of West Sussex County Council, to discuss the value for money project and the possibility of working closer with the County and the possibility that an office facility could be provided in Chichester County Hall.

10. **AGM 2020**

Deferred to next meeting

11. **Date of next meeting**

Date of next board meeting to be determined

The meeting closed at 1.30pm.

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

Dated \_\_\_\_\_