



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 29th January 2021 at 10.00am

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

Presidents and Vice

Presidents Present none

Berkshire ALC
(at 11.30am) Frank Breedlove

Project Leader
(at 11.00am) Prof. Colin Copus

Also in attendance Joanna Cadman Administrator

- 1. Apologies for absence:**
Were received from Roger Taylor
- 2. To approve the minutes of meeting held on 7th January 2021.**
The minutes were approved as a true record of the meeting. Proposed by Mike Beal, Seconded by David Ribbens, all in favour.
- 3. Matters Arising (not on this Agenda).**
None
- 4. To receive and note correspondence from Clerks since the Board meeting on the 7th January.**
Noted. As a consequence of Surrey ALC's action in leaving SSALC, events have overtaken this Board and its plans superseded, it is now necessary to follow a different path.
- 5. To discuss the communications from Surrey ALC to its members and the SSALC Limited Board on the Surrey ALC's decision to terminate the current agreement with SSALC Limited, who are the provider of their member services, from 31st March 2021, and any other related matters.**
Mark Mulberry advised that he is contracted by SSALC Ltd to provide financial services, training and Company Secretary services until 31st March 2021. His contract with SSALC will finish once he has completed the year end accounts and they have been audited.

In mid-March 2021 two members of the current SSALC staff will leave SSALC Ltd, leaving the company without in-house book-keeping services, and Mark Mulberry's company will step in for the remainder of March. From the 1st April, it will be up to the Boards to source their own providers.

All subscription invoices will be issued in mid-March. The Invoices will clearly state who is to be paid. As agreed by the joint Board of Directors, the rate will be last year's fee plus 2.5%.

Mark Mulberry advised that, in respect to his own position as Director, it had become clear that he would have a conflict of interests. As a result, he would no longer be involved in decision making and he has formally submitted his resignation as director of each of the companies, as of the 29th January. He will remain as Company Secretary and accountant until the 31st March.

West Sussex ALC Ltd has in its accounts £50,855 in combined bank balances as at the 29th January. Mark Mulberry anticipated that, after payment of £2,500 for the Copus report and circa £18,362 of future cross charges, the association will have £29,994. He further anticipated that SSALC may be in a position to refund WSALC Ltd circa £6,715 giving a closing balance of £36,709.

Surrey ALC Ltd have engaged Mark Mulberry and Co to provide statutory services to them. He tendered for the work in November 2020 and his tender was accepted in mid December and contracts recently signed.

The Board of Directors accepted the advice of the Company Secretary to continue with the fee for 2021/22, using figures previously agreed by the joint Board of Directors of last year's rate plus 2.5%. The Board of Directors revoked the agreement previously made for 2022/23. Proposed by David Ribbens, Seconded by Tony Nicklen, all in favour.

Mark Mulberry advised that, from the 1st April, West Sussex ALC Ltd will be responsible for the limited company. Directors invited him to provide an illustrative quote for his services as Company Secretary and all linked statutory services to West Sussex ALC Ltd, to assist the Board in moving forward.

6. To discuss and agree what action, if any, needs to be taken by West Sussex ALC Ltd as a result of Surrey ALC's actions in agenda item 5 above

The Board recorded its disappointment at some of the statements made in correspondence, because Surrey ALC's action, without notice of its intentions and despite having let contracts for statutory services in December, has forced the Board of West Sussex ALC Ltd to abandon its plan to consult member councils on its proposals and, as a consequence, to make the decision to put in place alternative services with effect from the 31st March 2021.

7. To discuss the forthcoming 2019/20 AGM

Mark Mulberry confirmed that the formal notice had been issued for the 25th February. Members agreed that the agenda would contain the standard items. SSALC will provide the Zoom facilities.

8. To formally instruct Mark Mulberry, the Company Secretary, to make all the necessary legal arrangements, including formal notification of Member Councils for the 2019/20 AGM to be held via Zoom on 25th February as previously agreed.

Proposed by Mike Beal, Seconded by Michael Warden, all in favour.
Mark Mulberry left the meeting at the end of this item.

9. To discuss and agree action, if any, as a result of Mark Mulberry's (Mulberry and Co Accountants) email dated 18/01/2021 and addressed to all the directors of SSALC Limited.

The email was noted.

10. To receive and discuss the Colin Copus Independent Report which was commissioned by the Board of West Sussex ALC Limited

Colin Copus advised that he had conducted more than 30 interviews across the area and had received different opinions, with some happy with current arrangements and some not. The key issue is relationships, both between the Board and Councils, and also Councils and Clerks.

He had received a number of questions about the Value for Money review and its rationale, but generally the clerks and councillors had been happy to talk to him, and had been co-operative. Only two of the interviewees had not attended the interview.

Colin Copus thanked Joanna Cadman for her work and support during this project. The Board recorded their thanks.

The question was raised regarding whether a Council can be a member of NALC if it is not a member of a County Association. Colin Copus and the Administrator will investigate.

The report was discussed and some changes agreed. Colin Copus agreed to finalise the report by the beginning of the following week, the administrator will devise a cover sheet and the report will be distributed to member councils with a covering letter, presented as part of the Best Value review. Events had superseded the report prepared by directors, as they are now forced to act. Proposed by Michael Warden, Seconded by Rodney Jackson, all in favour.

Colin Copus agreed to attend a proposed informal meeting with member councils, and the date was agreed as 18th February at 10am. The meeting will last two hours, divided into one hour with Colin Copus and the second with the Board.

Members discussed an additional payment to Prof. Copus for this additional work, this will be agreed at the next meeting of the Board.

11. Presentation from Berkshire ALC on member services provided by Hampshire ALC and a question and answer session

Frank Breedlove explained the background of Berkshire ALC's reasons for engaging services from Hampshire ALC in 2016, following two difficult years. They had initially engaged Hampshire ALC's services on a temporary basis, but found that they were more cost effective than engaging their own staff and running an office. They had renewed the annual contract with Hampshire ALC the previous year and were about to do so again, and were very pleased with the service they received.

The decision to engage Hampshire ALC was a Board decision, Berkshire ALC had not consulted their members.

There are 130 Town and Parish Councils in Berkshire, a number of them are very small, with no Clerk or an untrained Clerk, and Hampshire ALC deal with all their queries, which are numerous. Hampshire ALC does not provide a locum clerk service.

Hampshire ALC run training for Berkshire, branded as Berkshire ALC training. A fixed rate had been agreed for each training course, paid to Hampshire ALC as part of the contract.

Hampshire ALC offer basic legal services, additional advice is paid for.

Hampshire ALC manage Berkshire ALC's website and produce their newsletter.

Hampshire ALC collect subscriptions on behalf of Berkshire ALC, and then pay commission, so no VAT is involved.

Frank Breedlove undertook to ask his Board if they would agree to recommend Hampshire ALC to West Sussex ALC Ltd.

12. **To discuss and agree action, if any, to be taken as a result of Trevor Leggo's (SSALC CEO) email dated 19/1/21 to persons present at the SSALC Limited Board meeting held on the 18th January.**

Members agreed that, as the email had come from the CEO of SSALC, any action should come from SSALC.

13. **To discuss and agree action, if any, as a result of the publication of the SSALC newsletter dated 19/1/21 by the team at SSALC Ltd. This document was emailed to all clerks of the 3 county association member council for the attention of the Council chairman**

The Board received the document entitled 'Newsletter' which had been issued by the SSALC team, without the authority of the SSALC Board, to all councils and consider that it was wholly inappropriate and contained numerous inaccuracies. The Board decided that the newsletter should be unconditionally withdrawn and that a letter should go from the Board to the Chairman of SSALC requesting this.

Proposed by Michael Warden, Seconded by Lilian Richardson, all in favour.

14. **To discuss and agree any action in respect of the member services package offered by Hampshire ALC Ltd.**

Hampshire ALC had written to set out the proposed service provision at £3,300 per month + vat. HR services are an additional £300 per month. The total annual fee, without HR services is £39,600 + vat. With LCPD, the annual fee is £43,200 + vat.

The Board reviewed the package of service provision proposed by Hampshire ALC which, in summary, amounts to £43,200 + vat per annum and agreed that this should be adopted subject to contract.

Proposed by Mike Beal, Seconded by David Ribbens, all in favour.

15. **To discuss and agree action, if any, as a result of Mark Mulberry's (Mulberry and co Accountants) email dated 19/1/2020 addressed to all the directors of SSALC Limited**

The Board had invited Mark Mulberry to provide an illustrative quote for his services as Company Secretary and all linked statutory services to West Sussex ALC Ltd, to assist the Board in moving forward.

16. **To discuss and agree any matters resulting from the Surrey ALC's decision which includes the possible winding up of SSALC Limited**

Noted.

17. **To discuss and agree any communications with member councils on matters detailed on this agenda and any other items**

Members discussed the draft communication to councils and agreed on the final wording. The communication will be sent out to member councils by the administrator, once the final draft is agreed by the steering group, within the next few days

18. **To discuss and agree any communication that may be sent to NALC as a result of any issues on this agenda**

No action at present.

19. **To discuss and agree any future day to day management arrangements for West Sussex ALC Limited.**

1. Members noted that the original agreed budget of £7000 for the review project will be closed as from today, now that Prof. Copus' report will be delivered next week, but to include the administration fee from today, and Colin Copus' honorarium for attendance at the meeting of Councils on the 18th February.

2. The Steering Committee recommended that the Administrator, Joanna Cadman, be retained to provide administration services to West Sussex ALC Ltd, for completion of the transition work related to the closure of SSALC Ltd, at the agreed rate, from this date until the 31st March, when the position could be reviewed.

Proposed by Mike Beal, Seconded by Michael Warden, all in favour.

3. Hampshire ALC had provided an estimate of £250 to set up and manage a website, plus £35 for the software. The Chair and Vice Chair will liaise with HALC to provide the necessary information. David

Ribbens Proposed that the Board approve the process outlined, Seconded by Lilian Richardson, all in favour, with one abstention from Tony Nicklen, who wished for further information.

4. The Board discussed a budget line for the Chair and Vice Chair for small expenditure for day to day management arrangements. Tony Nicklen Proposed a financial limit of £500 for individual transactions, subject to a limit of £2,000, up until the 31st March 2021. Seconded by Michael Warden, all in favour.

20. **Any other matters, raised by directors:**

1. It was agreed to hold an informal meeting with members on the 18th March at 10am. The first hour would consist of a presentation from Prof. Colin Copus. The second hour would be a presentation from the Board and a question and answer session.

21. **Date of next meeting**

22nd February at 10am.

The meeting closed at 13.26 pm.

Signed (Chairman) _____

Dated _____