



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 7th January 2021 at 10.15am

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
	Roger Taylor	Weller Hedleys

Presidents and Vice Presidents Present Michael Chater MBE

Hampshire ALC Dawn Hamblet MSc, FICPD, Chief Executive
(at 11.15am) Mike Evans, Chairman

Project Leader Prof. Colin Copus
(at 11.00am)

Also in attendance Joanna Cadman Administrator

1. **Apologies for absence:**

None

2. **To approve the minutes of meeting held on 15th December 2020.**

The minutes were approved as a true record of the meeting. Proposed by David Ribbens, Seconded by Rodney Jackson, all in favour.

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

SSALC: Mark Mulberry reminded the meeting that SSALC is not a County Association, it is a service provider. The relationship with NALC is between NALC and West Sussex ALC as the County Association. Roger Taylor advised that each of the County Associations is a shareholder of SSALC, so they control SSALC and make decisions regarding SSALC, by a 75% majority.

Mark Mulberry advised that, in order to communicate with all shareholders, the individual Associations should write to the Company Secretary of SSALC, who will distribute the communication to all directors. It is then the decision of the Board of SSALC whether to convene a meeting. The administrator of West Sussex ALC can communicate decisions of this Board by writing to the Board of SSALC. SSALC has no power over the Boards of individual County Associations. The CEO ensures that the wishes of the Board of Directors of SSALC are carried out.

4. **To receive and note correspondence from Clerks since the Board meeting on the 15th December.**

All emails from member councils are acknowledged by the administrator. Legal requirements regarding the response to the FOI request and questions concerning the AGM have been met. Responses have not been made to individual questions. All emails are presented to the Board at each meeting.

Phil Baxter was concerned that the substance of the correspondence had not been addressed. After discussion, the Board agreed that individual answers would not be given to correspondents, but that they would be advised that they would receive full reports in due course.

5. **To receive an update on the procedure for the forthcoming AGM (25th February 2021) from the Company Secretary**

Mark advised as follows:

- 21 clear days' notice of the AGM means that the notice must be given by the 2nd of February.
- The notice must include the date, time and place of the meeting.
- The notice can be prepared by any Board member but must be sent out by the Company Secretary.
- Article 24.6 states that the agenda must follow this format:
 - i. Election of President
 - ii. Election of Vice President
 - iii. Appointment of Directors and Auditors
 - iv. Appointment of representative to NALC
 - v. Directors' report
 - vi. Annual report
 - vii. Financial report
- There are no other items, except the special resolution presented by a member council.
- The directors' report for the SSALC AGM can be used for the West Sussex ALC Ltd AGM.

Article 32 states that members entitled to vote can demand that a poll is taken on a special resolution before the meeting. If this is not done, members can demand a poll at the meeting, and then any decision has to be deferred until the poll is carried out.

If the special resolution goes to the AGM in its current form, members can resolve to cease the value for money exercise, but they cannot decide who provides member services.

Concern was expressed about the impact of any delay in a decision regarding member services on the current staff. Terry Oliver stressed that, if it was decided to use a different service provider, the change would not necessarily need to be implemented for six months.

Regarding procedure, Mark Mulberry advised: when the Board makes a decision about where it takes services from in future, it has an obligation to notify members, giving them details of the decision, the service provider and the reasons. Roger Taylor expressed concern about timing, as the process currently outlined would take place parallel to the AGM: documentation should be sent out to member councils as soon as possible, and certainly before the AGM.

6. **To receive an update on his report from Colin Copus**

Prof. Copus intends to continue with interviews in the following week, to be arranged by the administrator, and expects to carry out another twelve. He is writing his final report in tandem with the interviews.

He expects his final report to be 6,000 words. Some concern was expressed regarding whether member councils would read the whole report and it was agreed to send out the executive summary as a separate document, to ensure that members were signposted to the whole document.

The administrator had sent Colin Copus the results of the survey that the Board had requested Member Councils to complete, which he had found useful. He intended to utilise the responses in his report.

He confirmed to Michael Chater that his report would give key directives.

Prof. Copus advised that his report would be completed by the next meeting, on the 29th January and agreed to send a draft out to the administrator, for distribution to the Board, three days before the meeting.

Terry Oliver asked directors to send any comments regarding his draft report directly to Prof. Copus.

7. To receive an update from Hampshire ALC on members' services

Members discussed publishing a leaflet to outline the services offered by Hampshire ALC, to be given to all member councils. Dawn Hamlett tabled a leaflet used to advertise their services, which could be used as a template for West Sussex ALC Ltd. Members agreed that this would add weight to the report and the reasoning behind seeking a different service.

It was agreed to keep comparisons minimal, to remove any element of defensiveness, and **to reassure** Members that no service would be lost or reduced.

It was agreed to ask Berkshire ALC to attend the next meeting to report on their business relationship with Hampshire ALC.

It was agreed that the Project team would work with Hampshire ALC's communications team to produce a leaflet, which would be agreed by all directors at the next meeting before printing.

It was further agreed that a package would go to each member council with the directors' report and the leaflet, in time for Councils to see the material before the AGM even though the subject would not be discussed until the promised later EGM.

Directors approved a budget for the production of the leaflet, directors' report and postage to all Member Councils of £500. Proposed by Tony Nicklen, Seconded by Lilian Richardson, all in favour.

8. To discuss the preparation of the Board's report to member councils on the outcomes of the Value for Money project

The administrator will put the outline document together, and directors will agree each section as it progresses. All concerns should be directed to the administrator.

Phil Baxter asked that the project team review Colin Copus' draft report and provide bullet points on what should be included, to assist Directors with their drafting. This was agreed.

9. To discuss and decide on the process for consulting with member councils prior to the Board decision regarding the future provider of member services.

There was a substantial discussion of the pros and cons of the Board making a decision about the outcome from the Value-for-Money project rather than a recommendation to Member Councils. Mark Mulberry and Roger Taylor believed that the Board should make the decision especially taking into account the time constraints. The opposite view was also expressed, that the Board should make a recommendation to members, and not present Members with decision; and Directors were reminded that the Board had originally advised members that it would make recommendations, and that the decision would be made after consultation. After further discussion, Directors agreed to hold an EGM, and to ask Prof. Colin Copus to attend, to ensure that parishes are clear on the methodology and results of the review before making their decisions.

Mark Mulberry advised that, if the Board was going to consult members, it needed to do that as soon as possible. All member councils should be written to, setting out the recommendations and including the report. Roger Taylor reminded Directors that time would need to be given for this process. It was agreed that Councils should be given six weeks from the date of the letter. Roger Taylor and Mark Mulberry agreed to provide the wording for the communication.

Directors agreed that the Board would have enough information to make a decision regarding the service provider, at its meeting scheduled for 29th January. Costings for the new service will be discussed and agreed at this stage, although it was acknowledged that it would be more important to advise member councils of the Board's recommendation than of the ongoing costs, as the costs to member councils are expected to be no more, and probably less, than at present. SSALC will be advised of the board's recommendation to WSALC Member Councils in parallel with Member Councils.

Members agreed the following:

1. The Board will make a decision on a recommendation to member councils of the service provider for West Sussex ALC Ltd at its next meeting on the 29th January 2020.
2. At the meeting, the Board will agree on a date for the EGM.
3. The package of information for member councils will be sent out for receipt one week prior to the AGM on the 25th February.

Proposed by Cllr Robbins, Seconded by Cllr Nicklen, one abstention, all other directors in favour.

10. To receive an update on matters relating to recent SSALC Board meetings

Terry Oliver reported that the SSALC Board were engaged in fiscal discussions regarding the possibility of West Sussex ALC Ltd deciding to engage different service providers. The other county associations were preparing alternative solutions to satisfy their requirements, should West Sussex ALC Limited decide not to continue to use SSALC Limited as a service provider. SSALC was currently reviewing its financial/legal/employment position should WSALC leave the current arrangement.

11. Any other matters raised by directors

None were raised.

12. Date of next meeting: 29th January 2021, 10.00am

The meeting closed at 13.05 pm.

Signed (Chairman) _____

Dated _____