

CUMBRIA ASSOCIATION OF LOCAL COUNCILS LTD

BOARD MEETING

The meeting of the CALC Ltd Board on 8th February 2025 was held remotely via Microsoft teams.

Minutes

Minutes of the CALC Ltd Board Meeting held on 8th February 2025 at 10.00am

Present:

Mary Bradley – Chair

Ged McGrath – Treasurer

Sue Castle-Clarke – Vice Chair Westmorland and Furness

Andy Coles

Bryan Craig

Jonathan Davies

Mike Higginbotham

Andy Pratt

Doug Sim

David Wilson – Vice Chair Cumberland

In attendance: Sonia Hutchinson Company Secretary

1. Apologies for absence

Apologies were received from Will Huck,
Not in attendance Nick Perie.

2. Declarations of interests

Ged McGrath declared an interest in agenda item 4A and said he would leave the meeting during that agenda item.

3. Minutes of the meeting held on 23rd December 2024

The minutes of the meetings held on the 4th and 18th December were approved.

4. Director elections 2024 overview of current position

A request was made by Jonathan Davies to address the finance agenda items before agenda item 4 following a brief discussion it was agreed to take each agenda item as laid out on the agenda.

1. To consider the appointment of Treasurer and vote on the ratification of the post.

Following a long discussion a vote was taken and it was carried to remove Ged McGrath as a Director / Treasurer as his nomination did not comply with the election procedure.

Mary Bradley agreed to contact Ged McGrath to inform him at the end of the meeting.

2. The appointment of Sue Castle-Clarke as Chair of Westmorland and Furness Branch and the Vice Chair of CALC for Westmorland and Furness was ratified.

5. Finance Matters

1. Budget Monitoring report from 1st April to 31st December 2024.

Sonia Hutchinson gave a brief outline of the budget monitoring report explaining that following the corporation tax payment there will be an anticipated underspend of £4k at the end of the financial year. Sonia went on to explain that the expenditure incurred on the contingency line was the corporation tax and the joint Cumberland and CALC Health and Wellbeing events. When asked why the corporation tax had not been built into the budget Sonia explained that when CALC became a Limited Company the CALC Board was advised by the accountants that CALC would not need to pay corporation tax. In December 2024, the accountants then informed CALC that corporation tax would have to be paid on the bank interest generated and this could not be avoided. Sonia confirmed that next year there would be a separate budget line for corporation tax.

Clarification was also sort on: -

- What was included in office expenses - Sonia confirmed that office expenses include staff travel expenses.
- Why monies had been spent on the Health and Wellbeing events – Sonia explained that when CALC formed a limited company monies held in the CPCA Cumberland account were absorbed into the one CALC Cumberland account on the understanding that this funding would be spent on Cumberland Branch events.
- Whether or not confirmation had been sought from the two unitary authorities as to whether or not they would be funding CALC in 2025/2026 – Sonia confirmed that both unitary authorities have stated that they will continue to fund CALC in 2025/2026. Sonia also confirmed that office and IT support are also built into requests for funding.

The budget monitoring report was then noted with an understanding that the Board will need to do some financial scenario planning to ensure the financial stability of CALC going forward.

2. Revised budget for 2025/2026

The revised budget forecast for the next three years was approved with the following revision that the amount anticipated for expenditure on corporation tax is £1k across all three years.

3. **CALC higher interest fixed term account with the Cumberland Building Society**

The decision to roll over the account for a further 12 months and re-visit at the December 2025 Board meeting was ratified.

4. **Request from external consultant “Fingertips” for an increase in hourly rate.**

The request from Fingertips Services for an increase in hourly rate from 1st January 2025 was agreed on the understanding that the board clarifies that this is an annual arrangement to be reviewed again in January 2026.

6. Election protocol and guidance

Mary Bradley provided a brief outline of the current position regarding the director election documentation that had been circulated prior to the meeting.

Following a discussion the following actions were agreed: -

1. To discuss the protocol for the appointment of directors at the Strategic Development Day;
2. To postpone holding elections to fill vacancies until the protocol has been agreed;
3. To postpone holding director elections which were to be held in 2025 until October 2027 to provide consistency and stability during further local government re-organisation in line with section 5(7) of the articles of association where it states that directors may from time to time make reasonable rules and regulations as they deem necessary for the proper management of the company.

A question was then raised by Sue Castle-Clarke regarding the devolution letter of support sent by the chair to both unitary authorities and why it was not circulated to all directors prior to sending it out.

Mary Bradley said that she would discuss the devolution letter issue under another part of the agenda.

7. Balanced scorecard report 3rd quarter

The balanced scorecard report for the period from 1st April 2024 to 31st December 2024 was considered and noted.

8. Sexual Harassment Policy

The Sexual Harassment Policy was approved following a request from Jonathan Davies for an amendment to be included to reflect the CALC Dignity at Work policy and CALC’s stance on zero tolerance.

Sonia Hutchinson to include on website and develop a template that can be circulated to parish and town councils for them to adopt.

9. Communication request for consideration

Mary Bradley explained that a request had been made from one of the directors for CALC directors to have CALC email addresses.

It was suggested by Jonathan Davies that the whole issue of how the board directors communicate with each other should be looked at and not just email addresses.

Mary Bradley agreed and stated that at this point she wanted to address the devolution letter that was raised earlier in the meeting.

Mary Bradley explained why the letter was issued and the short timescales in which she had to provide a response she apologised for not having had the time to circulate it to all directors but explained that she had had input from one of the directors Jonathan Davies and NALC prior to sending it out and that the letter had been very positively received by CALC partners.

Further concerns were raised by Sue Castle-Clarke and Mike Higginbotham regarding the fact that the letter had not been shared with directors first and that decisions were being made by the Chair which should be collective board decisions. Following a brief discussion on the matter a vote of no confidence in Mary Bradley as Chair was requested by Jonathan Davies and seconded by Sue Castle-Clarke. The vote on "no confidence in the Chair" which required a two third majority to be carried then took place and the outcome was 2 votes for no confidence and one abstention. All other directors present were in favor of Mary Bradley remaining as Chair and the vote of no confidence was not carried.

At this point in the meeting Mary Bradley clarified the items already suggested for discussion on the Strategic Development Day which included: -
Election Protocol and Directors Role
Communication and representation
Financial Plan to include income generation
Strategic Plan to include SWOT analysis and survey results

Mary Bradley asked directors to send any other items for the agenda to Sonia Hutchinson. It was suggested by Jonathan Davies that any emails sent to Sonia Hutchinson should have CALC Board in bold in the subject header. Sonia Hutchinson then agreed to include CALC Board in the subject header of any emails sent to board directors from CALC staff.

There was also a request by Mike Higginbotham for papers to be circulated well in advance of the meeting to enable directors to read them thoroughly prior to the meeting.

10. Reports from Cumberland Branch and Westmorland and Furness

There was a brief discussion on an item on the Cumberland report which resulted in David Wilson agreeing to forward a copy of the role of a Cumberland Branch director role he had developed to directors in Westmorland and Furness.

11. Reports from CALC Representatives

The reports from CALC representatives were noted, and there was a request from Sue Castle-Clarke for representation to be included on the Strategic Development Day.

12. Next Meeting Date

Strategic Development Day Saturday 22nd March, hybrid meeting, venue to be confirmed.

CALC Board meeting 5th April 2024 at 10.00am virtual.