

CUMBRIA ASSOCIATION OF LOCAL COUNCILS LTD

BOARD MEETING

The meeting of the CALC Ltd Board on 18th December 2024 was held remotely via Microsoft teams.

Minutes

Minutes of the CALC Ltd Board Meeting held on 18th December 2024 at 60.30pm

Present:

Mary Bradley – Chair

Ged McGrath – Treasurer

Sue Castle-Clarke

Andy Coles

Bryan Craig

Jonathan Davies

Mike Higginbotham

Will Huck

Andy Pratt

David Wilson – Vice Chair Cumberland

In attendance: Sonia Hutchinson Company Secretary

1. Apologies for absence

Apologies received from Nick Perie and Doug Sim.

2. Declarations of interests

None.

3. Overview of current position

Mary Bradley provided a summary of the current position. She pointed out to everyone that when it was agreed to hold elections for Board Directors in 2024 the board agreed to use the same process that was used for the elections of parish representatives for the LDNPA. However during that process, a number of issues were raised and the board agreed that we would look at a new protocol for the appointment of CALC Board Directors at the away day in January 2025. Mary went on to add that although she has started to look at the protocol with Sonia it isn't finished yet as it is on their work plan for the second week in January, commencing the 13th January.

The reason for calling this board meeting is because Jonathan identified an anomaly with the nomination form submitted by one of the directors and its compliance with the articles of association. Mary went on to state that once this was brought to Sonia's attention, she spoke to the clerk of the parish council who was unable to provide an explanation for why the nomination form stated that the council had nominated a councillor at a parish council meeting, when it was not recorded in said parish council minutes. Mary went on to say that the forms had gone to the Treasurer as part of the process, and the councillor from Dent parish council was elected as a director. Now that the above has come to light he has been removed as a director and there is a vacancy in South Lakes to fill.

Mary went on to explain that the vacancy would not be filled until a new protocol is agreed at the January away day. She went on to add that there are therefore two vacant positions to fill from the existing directors, the Vice Chair of CALC for Westmorland and Furness and the Chair of Westmorland and Furness Branch of CALC.

4. Evaluation of the Current Situation: Addressing the implications of the false statement and the subsequent invalidity of the individual's position as a Director.

Following a long discussion which included checking all nomination forms for compliance, the transparency of the process going forward and concerns regarding the nomination forms for Cumberland directors Mary summarised the position stating that the following actions need to be completed: -

- (1) An evaluation of the current system needs to be conducted by a small working group;
- (2) The council minutes for each of the parish council meetings at which a director was nominated needs to be checked against the nomination form;
- (3) The appointment of the Treasurer needs to be reviewed as this was a separate appointment and separate from the process undertaken for the other director appointments.

A further discussion then ensued on whether or not a director who has or may have to step down following checking the election process should be allowed to submit a further nomination at future elections. It was agreed that additional criteria need to be built into the role of a director which may include the falsification of an application.

5. Future Election Procedures: Reviewing and improving the nomination and validation process to prevent recurrence.

It was agreed, following the previous discussion, that the election process will be reviewed and a new protocol put in place which must be transparent, include the validation of the process through the availability of council minutes to support the nomination forms with clear guidance for parish councils and parish clerks regarding their roles. Timelines for elections also need to be considered.

6. **Filling Vacant Roles: Addressing the roles left vacant by the removal of the invalid Director including that of Westmorland and Furness Association and Calc vice chair.**

Following a brief discussion it was agreed that there is no need to fill the vacant director position in South Lakes immediately as we have sufficient directors in post to ensure we are compliant with our articles of association which states that we need between 10 and 14 directors.

It was also agreed following a nomination from Jonathan Davies that Sue Castle-Clarke should be nominated for the position of CALC Vice Chair for Westmorland and Furness and Chair of the Westmorland and Furness Branch of CALC, it was also agreed that this should be on a temporary basis until the February CALC Board meeting when it will be on the agenda to make this a permanent position.

7. **Accountability: Examining the accountability of those involved in validating nominations and ensuring transparency with the membership regarding this matter before any future nominations are called.**

Following a further debate it was agreed that all nominations should be checked before any director would be asked to step down. Sonia was also asked to ensure that Westmorland and Furness were made aware of the position and it was also agreed that the Chair and both Vice Chairs will review the process and write the new protocol.

Jonathan Davies was thanked for bringing this matter to the attention of the Company Secretary and Sonia was thanked for her quick response and the action she took.

8. **Next Meeting Date**

The Strategic Development Day will be held on 25th January at Newbiggin Village Hall at 10.30am.

The next CALC Board meeting will be held on Saturday the 8th February virtually at 10.00am.