

# **ALCOHOL PROBLEMS ADVISORY SERVICE and APAS TRADING Ltd.**

**Minutes of meetings of the directors held simultaneously at 36 Park  
Row, NOTTINGHAM, on Monday December 21st 2009**

**Present:**

Marian Charles	Director
John Clark	Director
Diane Dakin	Director
Kerry Naylor	Director
Nick Tegerdine	Executive Director

**Apologies:** Michelle Trueman Director

**In attendance:** David Harding-Price

## **09/01 Introductions and apologies for absence**

At the Board meeting immediately after the recent AGM the matter of election of officers had not been addressed due to other issues raised at the meeting. Mr Tegerdine therefore assumed the Chair without challenge.

Mr Tegerdine introduced Mr Harding-Price, explaining that following discussion with the NHS, issues had been raised concerning clinical governance. As a result, Mr Harding-Price had been suggested as an eminently suitable and qualified person to be co-opted on to the Board to assist in key areas.

Mr Harding-Price detailed his experience and his knowledge of alcohol services. The Board welcomed Mr Harding-Price and it was agreed that he be co-opted until the next General Meeting.

Mr Tegerdine informed the board that Ms Trueman had contacted him by email immediately prior to this meeting, stating that she had received correspondence from Mr Clark challenging her role as a director, and the result of the upset caused at home meant that she had said that she felt unable to continue in her role as a director. Mr Tegerdine informed the Board that he had asked her to re-consider and that he would bring the correspondence to the attention of the meeting. Following a lengthy discussion on this issue, Mr Tegerdine brought the meeting to order and insisted that the agenda items be addressed in turn.

## **09/02 Declarations of interest**

None.

**09/03 Minutes of the previous meeting(s) and  
09/04 matters arising from those minutes (taken together)**

***Minutes of the meeting of the directors held on September 24<sup>th</sup> 2009***

Mr Clark, Ms Charles and Mr Tegerdine were the directors present and the minutes were approved unanimously.

***Matters arising***

Concerning the inclusion of staff as 'note takers', Mr Tegerdine said that his proposal had been well received by staff but following the previous AGM, no staff members had volunteered for the role on this occasion.

Mr Tegerdine listed the policies currently under review and whilst acknowledging that some work was behind schedule, explained that there had been a lot of other work to do which had been prioritised out of necessity. The relationship with the NHS Nottingham City was given as an example.

There were no other matters arising.

***Notes of a meeting of Mr Clark, Mr Stott, Ms Charles and Mr Barlow held immediately prior to the recent AGM.***

Due to the nature of the content of these notes, it was considered appropriate that Mr Harding-Price leave the meeting so as not to be prejudiced by previous events. This was unanimously agreed.

Mr Tegerdine explained that the notes had been produced by Mr Clark as a record of a meeting of the then directors, acting as a 'Board of Trustees', and the content of which Mr Clark had discussed at a meeting immediately after the AGM. Mr Tegerdine reiterated that he had questioned the statements made at that time and did so again, referring to the legal advice that he had received concerning the position of Executive Director and the claims made by Mr Clark and others about his right to be remunerated.

After a discussion during which Mr Clark was asked several times to observe proper standards of conduct for the meeting, Mr Clark left the meeting prematurely. Before doing so, Mr Clark left various documents for discussion in his absence. Mr Clark informed the meeting that the documents were copies of correspondence previously submitted to Nottingham City NHS by Mr Stott and Mr Barlow (deselected Directors).

Returning to the notes of the meeting held before the AGM, Mr Tegerdine stated that he considered that these notes were not a formal record of a meeting of the directors. Due to the lack of debate and due consideration given to the issues Mr Tegerdine said that this document should be noted but not recorded as minutes of a valid meeting and this was unanimously agreed.

Mr Harding-Price was unanimously welcomed back to the meeting.

Mr Tegerdine returned to the subject of Ms Trueman and correspondence she had received. He produced to the meeting the emails from Mr Clark to Ms Trueman. It was unanimously agreed that Mr Tegerdine would approach Ms Trueman and explain that the sentiments expressed in the emails were not those of the Board and to correct numerous factual inaccuracies.

***Minutes of the meeting of directors held during the adjournment of the AGM.***

These minutes were accepted as a record of the proceedings.

***Draft minutes of the AGM***

These were noted without further comment.

***Minutes of the meeting of directors held immediately after the AGM.***

Ms Charles commented that there had been an obvious difference of opinion between the previous directors, as evidenced at the last AGM. Mr Tegerdine agreed with the comment, adding that these differences were in the past, had occurred at a very difficult time for the organisation and that every effort must now be made to move the organisation forward in a positive light.

Ms Charles raised the issue of a member of staff currently suspended from duty. Mr Tegerdine reiterated to the Board that this specific matter was being dealt with via appropriate procedures and that a disciplinary hearing would be convened pending collation of appropriate information and agreement as to the constitution of the panel for the hearing.

Mr Tegerdine added that a small number of other disciplinary and grievance issues were outstanding. Mr Tegerdine referred to the standard organisational policy for dealing with discipline and grievance, and that all were being dealt with in accordance with that policy. Mr Tegerdine concluded on this issue by expressing concern that key information had been inappropriately distributed and had therefore potentially prejudiced individual cases.

Ms Charles said that she wished to add that an independent person had been commissioned to investigate matters to do with Mr Tegerdine, Mr Stott, Mr Barlow and the staff member who was suspended. Mr Tegerdine informed the meeting that he had been notified of this arrangement following the AGM but when he had attempted to contact that person immediately after the AGM, numerous and persistent enquiries had failed to provide any contact details for either the person or the organisation concerned. Ms Dakin confirmed that Mr Tegerdine had told her that in a conversation shortly after the AGM.

It was unanimously agreed that the minutes of the meeting be accepted.

### **09/05 Co-options for the vacant directorships**

It was noted that the maximum number of directors permitted had been increased by a previous AGM to seven, specifically to include Mr Stott. It was agreed that further co-options were desirable but that this matter be deferred to a subsequent meeting so that the position of Michelle Trueman could be established.

Mr Tegerdine reminded the Board that people with particular skills or expertise could be invited to assist the organisation at a strategic level but without the need for them to become directors. He emphasised that someone with specific financial skills was urgently needed and that a potential candidate had been identified.

### **09/06 Positions of Chair and Treasurer**

Ms Naylor and Ms Dakin said that they were unsure of their position since Mr Clark had, in correspondence with them, questioned the validity of their appointments at the AGM, as he had with Ms Trueman. Ms Charles said that whilst there were some strongly held feelings regarding proceedings during the AGM, the positions of Ms Dakin and Ms Naylor were not in question as far as the previous directors or herself were concerned. Mr Tegerdine added that Mr Clark's correspondence with them actually supported the position that they had been appropriately appointed and that they were welcomed.

Ms Dakin noted that negative comments had been made regarding the use of proxy votes at the AGM. However, the directors appointed had been elected by a majority and that proxy votes were not therefore needed. This was agreed. The same position applied concerning the deselection of directors who had been eligible for re-election.

Ms Dakin said that it would be preferable if in future, the details of candidates were circulated to members at least a month in advance of the meeting. Mr Tegerdine agreed, adding that the current Memorandum and Articles allowed for candidates to be registered very close to a General Meeting. He said that, going forward, the suggestion put by Ms Dakin was one of a number that would be considered as changes to the Memorandum and Articles. It was agreed that the Memorandum and Articles needed review and that Solicitors would be instructed accordingly. Mr Tegerdine said that this was an agenda item (number 12).

It was agreed that further discussion concerning the positions of Chair and Treasurer be adjourned to a subsequent meeting.

### **09/07 To confirm the roles of Board members and the Handbook for directors and members**

A copy had been supplied to all newly appointed directors since the AGM.

It was agreed that the Handbook described the respective roles of director and Executive Director. Going forward, it was agreed that a new 'job description' for directors would be helpful. Mr Tegerdine undertook to provide copies of the work on this matter that he and Mr Stott had begun earlier in the year.

#### **09/08 To confirm arrangements for correspondence between Board members**

It was agreed that correspondence between all directors must occur simultaneously and via the Company Secretary in order to restore and maintain normal working relationships.

It was noted that matters to do with grievances involving a member of the Board may have to be made an exception, although the person involved should be made aware of any processes going on.

#### **09/09 To develop a plan to deal with the present organisation challenges**

Ms Dakin said that an efficient and positive action plan was now required to resolve outstanding issues and meet the challenges faced by the organisation. She referred to a draft 'action plan' that she had devised following discussions with Mr Tegerdine, but acknowledged that it was not finalised. After discussion it was agreed that Ms Dakin and Mr Tegerdine would complete the action plan, using email, and distribute it to all as soon as possible after the Christmas period.

#### **09/10 To confirm the arrangements for the audit of the accounts and to receive a report on progress**

Mr Tegerdine explained the history to the present situation, referring to previous minutes. It was noted that the Accountants, Harwood and Ball, still had not provided items requested following the meeting of directors held in September and Mr Tegerdine was instructed to write formally to Harwood and Ball requesting the missing items.

#### **09/11 To receive copies of correspondence from the Charity Commission**

Mr Tegerdine said that he was aware of the correspondence between Mr Clark and the Charity Commission, and that he had requested full and complete copies for all the directors from Mr Clark. This had not been provided. It was agreed that Mr Tegerdine would write to Mr Clark and request copies of all correspondence to and from the Charity Commission for all directors; that he would also contact the Charity Commission on this matter; and, report back to a subsequent meeting.

#### **09/12 To consider changes to the Memorandum and Articles**

It was agreed that the earlier discussion had been helpful and that the matter be added to the action plan as work in progress. Mr Tegerdine stated that this would require instructing solicitors not previously involved with any personnel issues. Fraser Brown had been recommended and it was unanimously agreed that they should be instructed to handle the above changes.

### **09/13 To consider the position of newly-appointed Board members**

This had been dealt with earlier and the new Board members, including Ms Trueman, were welcomed.

### **09/14 Report of the Executive Director**

The report was accepted unanimously with no matters arising.

Mr Tegerdine detailed the work necessary and underway in rebuilding relationships with key investors and partners.

Ms Dakin suggested that the outstanding expense claims of the Executive Director, dating back to September, be added to the action plan. She also said that a review of the performance of the Accountants also be added to the action plan. Both points were unanimously agreed.

### **09/15 Financial report**

The report was accepted unanimously with no matters arising.

### **09/16 Any other competent business**

Others having had to leave, Mr Tegerdine reminded Ms Naylor and Ms Dakin that three directors constituted a quorum.

It was agreed to add the items listed on the confidential agenda to the action plan.

Mr Tegerdine then, as requested, described the history of the organisation and the events that had led to the current difficulties as he understood them.

It was agreed that whilst there are recognised challenges ahead, significant and positive progress had been made during this meeting, albeit in difficult circumstances, to move the organisation forward.

The meeting closed at 9.15 PM.