

## ALCOHOL PROBLEMS ADVISORY SERVICE and APAS TRADING Ltd.

Minutes of meetings of the directors held simultaneously at 36 Park Row,  
NOTTINGHAM, on Thursday November 26<sup>th</sup> 2009 immediately following the  
AGM of apas trading Ltd.

### **Present:**

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

**Apologies:** Michelle Trueman Director

The Board convened without an agenda immediately after the AGM's of both **apas** and apas trading.

Mr Clark explained that he along with Ms Charles and the recently deselected directors had held an unscheduled meeting earlier in the day to discuss specific issues, including: the Executive Director's remuneration, and ongoing personnel issues.

A manuscript record of that meeting was produced, the key points of which Mr Clarke insisted be discussed now.

Mr Clark stated that the earlier meeting had been held specifically as a Board of Trustees. He said that clarification was required regarding the Executive Directors' remuneration. Mr Tegerdine explained the current situation, discounting suggestions that any payments made to him were in any way contentious, adding that the situation had been totally transparent and unchallenged since 1997. He added that independent legal advice supported his position. Mr Clark nevertheless continued to disagree.

The issue of representation at the AGM was raised by Mr Clark, particularly Service Commissioners and key partner agencies. Despite Mr Clark's concerns, it was recognised the AGM had been properly and adequately publicised and that members had been informed of the meeting in a timely manner, through normal communication and that the proposal to postpone the AGM, put by Mr Clark and the recently deselected directors a week before the AGM, was without foundation.

Mr Clark forcibly referred to an investigative procedure involving the Board and in which Nottingham City NHS had been involved by himself and others. It was stressed by Mr Tegerdine that this was a matter for lawyers. Concerns were also raised by Mr Tegerdine that highlighting to key external funders

every ongoing internal issue before resolution, with little regard for consequences, would have a detrimental effect on the organisation.

Mr Clark then raised the issue of a member of staff currently suspended from duty. Mr Tegerdine informed the Board that the matter was being dealt with via appropriate procedures and that a disciplinary hearing would follow, stressing that the matters were so serious that suspension from duty was inevitable.

Mr Clark referred to legal correspondence between Browne Jacobson, Solicitors, and Hopkins, Solicitors, and an alleged conflict. Mr Tegerdine reiterated that Browne Jacobson had made clear that they were not conflicted and that they had written to Hopkins to confirm that position. Mr Clark disagreed.

Mr Clark proceeded to refer again to the manuscript notes from the earlier meeting. The Board at this point, however, agreed that it would serve no useful purpose to proceed in this way and agreed to end the meeting and to arrange a further meeting by the year end. Mr Tegerdine undertook to arrange this, and this was unanimously agreed.