



MINUTES FOR THE AUK BOARD MEETING  
HELD AT THE IBIS HOTEL, BIRMINGHAM  
on 11 April 2018 STARTING AT 09:00.

## PRESENT:

Chris Crossland (“CC”) (Chairman)  
Martin Foley (“MF”)  
John Sabine (“JS”)  
Graeme Provan (“GP”)  
Peter Lewis (“PL”)  
John Ward (“JW”)  
Caroline Fenton (CF”)

## IN ATTENDANCE:

Dave Minter (“DM”)  
Nigel Armstrong (“NA”)  
Rob McIvor (“RM”)

## APOLOGIES

### 1. Opening

The Chairman reported that due notice of the meeting had been given and that a quorum was present. Accordingly, the Chairman declared the meeting open.

### 2. Declarations of interest

None.

### 3. Business

#### 3.1 Dave Minter – failure to be nominated etc., for post of non-executive director

CC explained that the meeting had been called to deal with a plea by DM regarding non-executive directorship.

CC noted that DM had not been nominated by the deadline and nor had he given an indication of his willingness to stand by that date.

CC had written to DM to enquire about what had happened. DM responded via the delegates section of the online AUK forum. CC stated that he would have preferred to have kept the correspondence between himself and DM. He also noted that the posts in the thread had been edited by certain contributors subsequent to posting.

CC was interested in the timeline and the deadlines in place under Article 14 of the Articles of Association in place when the meeting was called which governed the process of nomination and election of directors at the AGM. Prospective directors were required by the closing date of 12 January to be nominated and seconded by members and to submit a declaration that they were willing to stand for election and serve as a director, as well as a personal statement in support of their candidacy.

At the board meeting held on the 10<sup>th</sup> of January, two days before the deadline, GDP had reported on the nominations received and that he had not received any nominations from the incumbent non-executive directors. Both of them had confirmed they would be standing for election.

JS had emailed some time later to say that DM had missed the deadline. DM had subsequently confirmed his willingness to stand.

CC was disappointed not to have heard from DM with an explanation.

DM had believed that inter-personal relationships meant there was no point in letting anyone have an explanation.

DM had now claimed that under new Article 11.5 he should be re-appointed.

GP explained that he did not accept that Article 11.5 applied as there had been no election for the post. In any event, the AGM itself had been held under the previous Articles, which had no similar saving provision.

DM's view was that 11.5 applied from the end of the AGM and that as he was the retiring director and the meeting had failed to appoint a new director in his place, he should be re-appointed.

DM left the meeting to allow the board to consider his appeal.

Having discussed the matter, the board agreed that the new 11.5 was not applicable, and that therefore DM was not a director of Audax UK. CC would write to DM to confirm.

#### 4. Closure

There being no further business the Chairman declared the meeting closed at 9.45 am.

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Chair

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