

Meeting of the Council – 11th April, 2016

Report of the Cabinet

Libraries, Archives and Adult Learning (LAAL) Mutual Model of service delivery

Purpose of Report

1. To feedback the outcome of public and staff consultation about the proposed LAAL Mutual. To consider the recommendation of the Cabinet concerning the establishment of the LAAL Mutual for a 5 year period.

Consultation feedback on the proposed Mutual:

2. Headline findings are as follows:

Public consultation:

3. A three month consultation regarding the proposals to create a staff led mutual for Libraries, Archives and Adult and Community Learning has taken place across the borough and on-line. Information about the Mutual model has been shared with users and partners in all service points. The consultation has been publicised in social media and news releases.
4. Consultation with user groups about the Mutual model has been done by local staff in each setting.
5. There has been a specific comment about the mutual model from one of the Friends of Libraries groups who wanted to know more about the business case and how the Friends would work with the library if it was run from within a staff led mutual.
6. There have been helpful and encouraging comments from one partner organisation where the library is co-located in their building about the Mutual model and how this could improve further joint working.
7. There have been over 6,000 responses to the public consultation about the proposed savings but no other comments, positive or negative, have been received about the delivery model for LAAL. There have been no adverse comments from Library campaigners or commentators although the plans have been shared widely on social media nationally.

Staff and Unions consultation:

8. A staff day was held on 13 November 2015 for all LAAL staff and permission to close services was given to enable attendance. Information about the proposals was shared and discussed. Unions were also present. In addition to this, Frequently Asked Questions continue to be compiled and a regular staff mutual newsletter began in January. Staff are taking part in workstreams, including a workshop on branding for the Mutual.
9. The majority of the staff questions are concerned with the effects on the actual services, on their terms and conditions and pensions and on the uncertainty of the financial situation.
10. A staff vote asking whether they are in favour of a staff led mutual took place in February. This was a confidential vote and the results were administered by Communications and Public Affairs with assistance from Human Resources.

The result of the vote was:

11. In favour of the LAAL Mutual 91 (55.2%)
Not in favour of the LAAL Mutual 74 (44.8%)

Of the total number of staff given the means to vote (293) the percentage who voted was 56%.

Outcomes from the consultation

12. In response to feedback to date, the number of staff Board members has been increased from one to two.
13. A copy of the latest Frequently Asked Questions is in the background papers (this is exempt as the information in them may be commercially sensitive).

Background

14. A Mutual is an umbrella term for an organisation run for the benefit of its members, who have active and direct involvement whether as employees, suppliers or the community. Meta-Value recommends an Employee-led Mutual with charitable status as the model for LAAL, which would enable greater income growth. Membership would be open to employees and members of the community with a Board which includes a nominated Council representative. York Explore has spun-out using this model.
15. On 28th October 2015, Cabinet approved the following:
 - in principle, the setting up an employee-led Mutual for LAAL, with a 5 year Business Plan, subject to consultation with staff and the public and the decision of full Council in February

- the sharing of the Business Plan with LAAL staff
 - begin formal consultation with staff and public about the Mutual and the implementation of the savings proposals
 - the Project Sponsor (Deborah Harkins) to set up a project team within the Council to take the necessary steps to lead negotiations and commission services from the Mutual via the Shadow Board as appropriate
 - commence recruitment of a Shadow Board to include Council representation and also a mixture of private and public and specialist experience, with a focus on individuals with a track record of growing successful organisations alongside community and employee representation
 - that the matter be brought to Full Council in February 2016 for consideration and approval following consultation with employees and unions. A period of 3 months consultation with the public will also be carried out in line with the principles of Community Council.
16. Subsequent to this, in order that feedback from the 12 weeks' public consultation could be fully analysed and reported on and additionally, that the full budget decision take place at Council first, it was subsequently agreed that the Mutual proposal be delayed and brought to Full Council on April 11th 2016.
17. At Full Council on 29th February, proposals for budget savings were approved as part of the budget building process.

The Proposed Mutual Model

18. A Mutual is a flexible entity that has strong potential to incorporate additional services that are currently provided by the Council.
19. The LAAL Business Plan sets out the opportunity to create an employee-led mutual, with a high level of community involvement, to deliver a blend of Libraries, Archives and Adult Learning (LAAL) services across the borough and beyond.
20. As part of the brief for the LAAL business plan, the challenge was to identify a sustainable financial model for the Mutual which incorporated 30% savings in Council funding by 2017/18. Therefore the model being proposed is to create an employee-led mutual, with charitable status. The Mutual, which would go-live in 2016, will deliver the current services back to the Council and other existing and new customers under a 5 year agreement on reducing Council funding levels. Over this term the Mutual will focus on implementing a new savings plan but also delivering income growth and diversifying services to cover the reduction in council funding and help mitigate the depth of service cuts.
21. Key to success will be successful income growth and diversification of income streams and there has been a wealth of ideas provided from staff at all levels of the organisation.

22. To enable 30% savings, a reduction in service levels across LAAL is required. It is intended that the Council subsidy can be reduced by development of further business and development of additional income streams.

- Reduction to business rates as a result of being a charity
- Co-location saving potential through continued rationalisation of services across the Council as per the One Public Estate Strategy
- Reduction in staffing costs based on the introduction of single staffing and reduction in Library opening hours
- Procurement efficiencies through supplier management
- Some capacity saving through more nimble processes as a Mutual organisation (not a cash saving but creates capacity to deliver on growth opportunities)
- Reduction in infrastructure costs

23. Prior to the recent spending review it was envisaged that the Skills Funding Agency grant would continue to deliver traditional post 19 learning, however we are now aware that community learning funding will cease to exist by academic year 17/18 to be replaced by the Adult Education Budget which will be accessed via the Combined Authority Employment and Skills plans. It is therefore proposed that the Council remains the commissioning body for ACL activity and that the provision of ACL is delivered within the Mutual subject to availability of resource

24. Key Benefits of the Proposed Mutual:

- Provides a flexible model to continue, expand and improve service provision across Libraries, Archives and Adult Learning and beyond for the benefit of local residents
- Creates a more sustainable financial model with less reliance on council funding
- Income growth mitigates the depth of funding cuts required to deliver Council savings whilst retaining core service provision and reduces requirement to make redundancies
- Access to new funding and income streams
- Opportunity to expand range of services provided to local people
- Fosters employee collaboration – employee voice will be a key and vital part of the new governance model
- Opportunity to create a tangible example of Dudley's Community Council in action and an innovative, flagship service
- Embeds community involvement and coproduction
- Embeds the relationship between the Council and the Mutual

25. It is intended that the mutual will go-live in 2016. The preparation includes the recruitment and establishment of a 'Shadow Board' which will assist the setting up of the new not for profit organisation. The members of the 'Shadow Board' and the new Board for the Mutual are recruited on a no-cost basis as is usual with this type of organisation. The 'Shadow Board' will include Council, Community and staff representation and also a mixture of private and public and specialist experience. The Shadow Board will need to include a high level of business acumen; specifically income generation skills.

Key milestones and issues for the mutual

26. **A Project Board** has been set up with council representatives including Legal, HR, Procurement/Commissioning and Communications.
27. A LAAL **Project Group** has been set up to co-ordinate the various workstreams.
28. **Specialist support** from MetaValue has been obtained to aid the spin-out process.
29. **Shadow Board:** Specialist support has been obtained from Trustees Unlimited for the recruitment of the Chair and the opportunity is currently out to advert. The position of Treasurer is also out for recruitment. Both positions have been circulated widely through council, business and community networks.
30. **Property:** The mutual will contribute to Dudley's One Public Estate strategy. The flexibility of service delivery from the Mutual will contribute to the council's asset management strategy going forward. The Mutual is committed to work with the Council to achieve its One Public Estate vision, including the provision of a focussed number of community buildings in the Borough, by re-providing services in line with the One Public Estate strategy as it develops. The monthly service review board will provide a vehicle for this discussion. We anticipate there being a "no-detriment" clause which will allow for any impact on the financial position and ability of the mutual to deliver the specification to be taken into account and negotiated on an open and transparent basis.
31. The Council and the Mutual will deal with the various properties in the following manner:-
 - The parties will enter into leases with terms and conditions agreed between the parties e.g. covenants on user/repairing etc, insurance and liabilities, early termination provisions, term of years being for 5 or less years but excluded from the protection of the Landlord and Tenant Act 1954. The term of the Services Agreement will be five years but flexibility needs to be available in the property arrangements so as to allow for change if the term is extended and/or to enable availability for the co-operation in relation to premises referred to above.
 - If the parties have not agreed all terms and conditions of a lease at the point that the Mutual take occupation, then the Council will grant to the Mutual a meanwhile lease to deal with the immediate situation whilst terms and conditions are agreed. The template for meanwhile leases is provided for by the Government to deal with situations as this.
 - Where the Council does not own the freehold interest in a particular property, the Council will enter into negotiations to obtain the consent of the freeholder to a possible sub-lease or assignment.
 - Legal Services are in the process of providing a full Report on Title in respect of each individual property for all parties.
 - Property Services are also in the process of producing plans of the properties involved.
 - The Council is currently undertaking a Corporate Asset review therefore the future of each site is dependent upon the outcome of the review. If services become co-located there will need to be further negotiation on a site by site basis to assess the treatment of the financial impact on the council and the Mutual.

Negotiation arrangements

32. The Council's negotiation team will consist of senior representation from Legal, Property Services, HR, Finance and Accountancy and Commissioning and will be chaired by the Chief Officer for Health and Wellbeing or nominated representative. The Council will second a dedicated Officer to lead the negotiations on behalf of the Council.

Procurement / contractual arrangements

33. The authority to procure the LAAL Mutual is stipulated in the Public Contracts Regulations. The detailed legal and procurement advice received has been set out at Appendix 1. Notice will be published of the intention to procure the Mutual for a 14 day period. Should interest be expressed any alternative provider will have to be given due consideration via a formal procurement exercise. This will delay the commencement of the Mutual.

At the end of the 5 year contract period the services commissioned by the Council will be subject to a full procurement exercise.

Legal entity setup

34. Specialist advice is being obtained from Co-operatives UK on the set up of the Mutual as a legal entity. This includes the rules of the entity such as Board constitution and objects. This is a critical milestone which impacts on TUPE timeline and Board recruitment and is being progressed as a priority. The projected date for this is 14 days following on from the Full Council decision.

TUPE

35. An employee's terms and conditions of employment are protected during a TUPE transfer (i.e. same salary with the same benefits, e.g. sickness entitlement, holiday entitlements) to the new mutual organisation. These terms must be preserved by the new employer. The protection applies to the employees' terms and conditions on the date of the transfer. There is no set period of protection after this but the Mutual will be legally required to ensure that any changes to employees' terms and conditions are for an economic, technical and organisational reason and are not due to the TUPE transfer. For the avoidance of doubt this is not TUPE+ or any derivation thereof.

36. It is expected that the Council will provide a standard warranty or indemnity regarding TUPE. Once the Shadow Board has been established and the Mutual established as a legal entity, the TUPE transfer process can commence.

Specification

37. The specification is being developed and will be the foundation for the contract. The service agreement will allow for specification changes e.g. the council may wish to cancel or alter an aspect of the services or may wish the Mutual to take on additional services. There will be a monthly service review board with representatives from both the council and the mutual which will review service and agree any changes including commercial impact.
38. It should be noted that the Schools Library Service is funded by the dedicated schools grant. The Head of Education Outcomes will act as lead commissioner for the Council and will negotiate the service level agreement with the Mutual on an annual basis on behalf of the Schools Forum.

Heads of Terms

39. The Heads of Terms will be finalised by the two negotiating parties prior to any transfer taking place.

Finance

40. Full Council on 29th February approved savings from LAAL of £811,000 (16%) in 2016/17 rising to £1,526,000 (30%) by 2017/18. Meta Value have identified that in a full year, £917,000 (18%) of these savings can be delivered from within the Council and work has commenced to deliver some elements of these in-house savings in advance of the Mutual being created during the summer of 2016. In the event of any delay to the creation of the Mutual, it will be necessary to accelerate more elements of the in-house savings so as to ensure that LAAL delivers its approved budget savings.
41. The proposed financial savings from the LAAL mutual include £215,000 from charitable Business Rate relief (£422,000 gross savings to the Mutual offset by the loss to the Council of its 49% retained share). In the event that the Council needs to reduce the space available to the LAAL Mutual in order to make savings under its wider One Public Estate transformation, then some of the financial benefit of Business Rate charitable relief will be eroded. There is a risk that the move to 100% Business Rate retention (anticipated 2020/21) will entirely remove this financial benefit.
42. An application has been submitted to the West Midlands Pension Fund for admitted body status. An actuarial report has been completed and admitted body status will need to be finalised before the TUPE transfer of staff. The actuarial report indicates that employment of staff through the Mutual model will lead to an increase in the employer pension contribution rate with increased costs of around £100,000 per year. This cost has been built into the business plan for the Mutual.
43. School Library Service funding will be negotiated on an annual basis in line with de-delegated school grant requirements. This does not impact on bottom line savings as service provision will be reduced commensurately in line with available budget.

44. Meta Value has supplied a comprehensive risk log for the spin-out. In summary, at the highest level, the major risk is that the Mutual fails to achieve its income targets. In the event income targets are not achieved, the Mutual Board and the Council will negotiate the impact on service provision. Meta Value have also indicated that the Mutual may not be viable if required to deliver significantly more than the 30% savings so far approved. There is a risk, in the context of the Council's overall financial position, that further savings may be required and that this could require the services to be brought back in house.
45. The costs of "back office" services (e.g. HR, Finance, ICT and Insurance) are currently apportioned to front line services (e.g. LAAL) for accounting purposes. Work is being undertaken to split support functions and the associated recharges into those that need to be retained by the Council under One Public Estate and the wider transformation strategy (e.g. repairs and maintenance, ICT network, public access computers, etc.) and those that support the services transferring to the Mutual.
46. Where back office services are supporting the Mutual, the existing cost apportionments will be reviewed to ensure an appropriate trading charge and an equivalent budget will be transferred to the Mutual. Where the Mutual does wish to buyback services, the Council will charge for those services at the level of the budget that is transferred.
47. The LAAL Mutual may decide not to buy back all services from the council and indeed it will be unable to buyback all services e.g. employers liability insurance. For these services a sufficient budget must still be identified to go across to the mutual to purchase its own services. Where the Council cannot make an equivalent cost saving (e.g. because of loss of economy of scale) there will be a cost pressure on the Council. Arrangements in relation to Central Charges cannot increase the overall cost to the Council and so any such cost pressures will need to be offset by additional savings from the Mutual.
48. The Cabinet considered this report on 9th March, 2016 and decided:
- That the outcome of the public and staff consultation in relation to the proposed Mutual be noted.
 - That, subject to the approval of the Council, the establishment of a LAAL Mutual for a five year period be approved.
 - That the Mutual be procured via a 14 day notice in line with Public Procurement Regulations.
 - That the opportunity for Voluntary Redundancy for LAAL staff be re-opened in order to assist with the achievement of the savings.

Law

49. The Council has a Statutory Duty to provide a Library Service and powers to provide other relevant Services. The Council's powers, acting reasonably, extend to deciding how the Services are provided and has power to contract with a suitable body for that purpose.
50. Additionally the Council has wide general powers most notably the General Power of Competence within the Localism Act 2011.

51. In its procurement role the Council must ensure that the body which it is contracting with is fit and proper and financially sustainable, and operates in full legislative compliance.
52. The formal transfer of the Mutual cannot take place until the Mutual is a legal entity, constituted with clear Heads of Terms and a service specification and contract from the Council in place.
53. Statutory Framework:
 - Section 111 Local Government Act 1972
 - Public Libraries and Museums Act 1964
 - The General Power of Competence including but not limited to Part 1 Chapter 1 of the Localism Act 2011
 - Charity Act 2011
 - Transfer of Undertakings (Protection of Employment) Regulations 2006 ("TUPE"). (as amended by the 2014 regs).
54. Equality Impact: A full Equality Impact Assessment has been completed alongside consultation feedback received at the time. This will be updated as appropriate.
55. A full Health and Safety risk assessment of single staffing has been completed

Recommendation

56. That the recommendation of the Cabinet concerning the establishment of a LAAL Mutual for a five year period, as set out in paragraph 48 of this report, be approved and adopted.



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Leader of the Council

Appendices

- Appendix 1 Legal and Procurement advice
- Appendix 2 Proposed Governance for LAAL Mutual

List of Background Papers

1. Staff Frequently Asked Questions (exempt - commercially sensitive)
2. Funding Impact Table (exempt – commercially sensitive)
3. *Business Plan, including executive summary, for LAAL Mutual* (exempt – commercially sensitive)
4. *Heads of Terms* (exempt – commercially sensitive)
5. *Specification* (exempt – commercially sensitive)
6. *Risk Log* (exempt – commercially sensitive)

Appendix 1 Legal and procurement advice DMBC

Procurement / contractual arrangements

1. The authority to procure the establishment of a LAAL is specifically provided for by the Public Contracts Regulations. Essentially a notice needs to be published indicating the intention and a time given for persons to express an interest. This could be say 14 days, which would not affect the time frame proposed. That would change if an interest was expressed and then pursued. Essentially this notice needs to reflect the business intended to be transferred as it is and at this time; together with any other distinct as opposed to vague possibilities particularly where the possible function is of a different category of service in the context of the Regulations

In relation to the 'scaling up' issue which has been raised, it would not be beyond possibility for other Services to be passed to the Mutual in the future but this would require new procurement and it would also depend on the powers of the Mutual. The Mutual is understood currently to be being established for specific Library and associate purposes .

Also the immediate and ultimate 'reach' of the Combined Authority needs to be borne in mind. There are clearly many uncertainties.

The following points arise under the immediate procurement proposal -

- a. The current proposition is for the establishment of an employee controlled mutual and if another potential bidder expressed an interest, then it would have to be in respect of the offer as currently described and would have to be on the basis of taking the staff to carry out the work. This seems an unlikely possibility.
 - b. However the assumption that there is no other potential bidder and that therefore there is no need to go through procedure is not one that is available to the Council under the Regulations. This is the 'no market interest' suggestion which is possibly correct but unproven.
 - c. The other possibility is rely on an exception made in the Regulations under which a separate organisation is established which is legally independent but which is effectively under the Council's control equivalent to that of a 'department' of the Council and is conducting the Council's business as a big proportion of its own total business. This is contrary to the way that the discussions and the consultations have so far been carried out and so is not recommended, although if the Council came under pressure, it could certainly be argued as a fallback position.
2. It is proposed therefore that the process described above will be carried out.
 3. Metavalue, from their experience, have put forward the information that the City of York has recently set up its mutual – York Explore – to carry out its library business and the documentation used by York will be adapted for use in Dudley.

It is proposed that the Mutual will carry out the Library Services to the specification which is within the contract and the Council will pay for this service as indicated in this report.

The council have and retain a statutory duty to provide Library Services and so the council must ensure that these services are carried out to fulfil the duty. Additionally it is proposed that the Council departments will provide

professional services to the Mutual. The continuation of this service provision and the possibility of the Mutual taking more or less services or of a different kind will be a matter for the Mutual as it develops. These services can be provided under existing legislation allowing the Council to provide Services and to charge for those Services on a cost recovery basis calculated over a rolling three year period. The potential for Conflicts of Interest will need to be recognised and dealt with.

4. As indicated above the Mutual will take five year Leases in respect of the premises it is to use. The Contractual arrangements as well as the Leases themselves will need to refer to and make provision for these matters, particularly so that the arrangements do not form a block on the Council's program for the better use of its own properties and for the potential to dispose of some of the property.
5. The Contract will make provision for the Transfer of the staff; together with rights and liabilities as at the date of transfer; and for the continuation of Pension arrangements.
6. The Contract will need to deal with IT equipment, systems and services.
7. The Contract will be for a five year period and decisions will need to be made within the fifth year as to the future arrangements which may include a further procurement process and a change of supplier. The Council need to ensure that the Services provided in the five year period are suitably branded to protect its status as the background provider of the Services.
8. Existing contracts which the Council hold for the specific benefit of the Library as a department will need to be novated and contracts under which the Library department take a benefit but which are not provided exclusively for the Library Service will need to be reviewed and adjusted. IT services for example will be of both types. The IT department will be involved in the management of both types of contracts. There may be contracts (or other looser arrangements) under which the Council through the Library department acts as Contractor to provide services to third parties and these also will need to be identified, reviewed and adjusted as necessary. There will also be arrangements under which the Council exercises a 'voice' for Library Services, nationally and regionally, and arrangements need to be made for the Mutual to be involved as a surrogate or affiliate of the Council for this purpose. Services to schools will need to be considered and be picked up in the specification.

It is understood that the Specification is currently being prepared.

9. Currently there is no-one for the Council to Contract with. In the body of this Report there is a set out the intentions and the method for ensuring that the Mutual is established; a Board is chosen/nominated, selected and appointed (either for a transitional period or permanently); a Constitution is drafted and adopted in an interim and final form; a business plan is developed to a stage that it can be approved for the first year and thereafter on a rolling basis; in order for the Mutual to be fully established and for a Contract to be signed. A problem that clearly arises, inevitably rooted in the current situation, is that for the purposes of negotiation there are not in the present situation two sides apparent, in the traditional sense, to join in that negotiation. In discussion, Metavalue have indicated that in a, say, legal to legal methodology, it would be the person to communicate with and it would be the body to negotiate with, acting on behalf of the proposed Mutual. It is a not

known whether this would be acceptable to the 'Mutual' side of the Council which is going to spin out as a Mutual, , but (i) that needs to be confirmed and (ii) it may be worth considering and revising the present arrangements so that the Council and the 'Mutual' component, within the Council, can have overtly separate discussion forums in order to agree their own negotiating positions. This point is not made in any sense to advocate confrontation and the project Board may still wish to continue in existence. It is made simply in order to provide a rational structure for negotiations to take place.

10. There is on the table a starting document for heads of terms as circulated by Matavalue. The Council side and the Mutual side need to take a view of these Heads of Terms and begin discussions on working them up to be the supported starting document for the Contracts and Lease documents



The LAAL Mutual – Governance

The new legal entity is currently being set up with Co-operatives UK as a Community Benefit Society, which is a form of co-operative and will be made up of members of staff and the local community. The Mutual also intends to register as a Charity. The draft objects for the Mutual are:-

- Ⓢ Advancing education, culture, arts, heritage and history for the public benefit particularly (without limitation) by providing and maintaining library, archive, learning and related services for the people of Dudley borough and the surrounding area; and
- Ⓢ Providing for the public benefit facilities for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances or for the public at large, in the interests of social welfare and with the object of improving the condition of life of such people.

1. Board Structure

Recruitment of a Chair and Treasurer is currently underway and it is envisaged that the Board will have the following structure and roles:-

- Ⓢ 1 director as representative appointed by Dudley Council
- Ⓢ The CEO of the Mutual
- Ⓢ 2 directors elected by staff members
- Ⓢ 2 directors elected by community members
- Ⓢ 3 other Directors selected by the Board for their skills and experience

Up to a further 3 Directors may also be appointed for their skills and experience if required.

2. Service Governance

The commissioning of the services will be managed through a monthly Service Review Board. This is the mechanism for the Council and Mutual to review performance and ensure that the Mutual's services are aligned to the Council's strategy.

The Service Review Board will also agree any changes to the service specification such as adding or cancelling services and the commercial impact of those changes.

It is envisaged that the Service Review Board will be made up of:

- Ⓢ Council commissioners (as appropriate, e.g. for each of ACL, Libraries and Archives and Schools Library Service)
- Ⓢ Cabinet Members as appropriate for the respective services
- Ⓢ Mutual senior management team
- Ⓢ Mutual commercial lead (new role post spin-out)
- Ⓢ Council finance lead and Council property lead – as required



3. Governance Overview

Governance	Mutual Board	Service Review Board	Membership
Role	<ul style="list-style-type: none"> • Sets strategy • Legal and financial oversight • Appoints CEO 	<ul style="list-style-type: none"> • Ensures services are aligned with Council strategy • Monitors service performance • Agrees service spec changes including property • Agrees any pricing/funding changes 	<ul style="list-style-type: none"> • Participate and vote in general meetings • Take an active interest in the operation and development of the Mutual
Membership	<ul style="list-style-type: none"> • 1 Council representative • CEO of the Mutual • 2 directors elected by staff • 2 directors elected by community members • 3 other directors (plus an optional further 3 if required) 	<ul style="list-style-type: none"> • Cabinet Members • Council Commissioners • Mutual senior management team • Mutual commercial/finance lead • Council property and finance leads as required 	<ul style="list-style-type: none"> • Staff members • Community members
Meeting	<ul style="list-style-type: none"> • tbd 	<ul style="list-style-type: none"> • Monthly 	<ul style="list-style-type: none"> • Annual General Meeting • Other meetings may be called as required