

## **Governance and Constitutional Review of the SHA**

### **Report and recommendations of the Governance and Constitutional Review Group**

#### **Introduction**

The Governance and Constitutional Group was agreed by the Central Council to undertake this review; to report back to Central Council and to make any recommendations which can then go forward for approval to the SHA AGM in March 2014, including any constitutional amendments required. The Constitution itself was originally drawn up in 1936, though revised since in part. Then the landscape and challenges were different and perhaps more clear cut. The NHS has been established but under great threat. We have a wide membership, different partners and a different policy process within the Labour Party to which we are affiliated.

We have considered in our timeframe as many areas as possible which are relevant to effective SHA Governance, and not just those relating to the constitution itself. Any specific constitutional amendments will need to be endorsed at this AGM; currently these require a two-thirds majority [Rule 21]. The tests we have tried to apply are those of **Democracy, Accountability and Transparency**. We have indicated where we feel any changes should and can be implemented immediately following the AGM. We recommend that the whole of these proposals are supported to enable the SHA to go forward; be more effective and able to achieve more as an organisation, with checks and balances, ensuring probity and removing ambiguity where possible.

**We do consider however that the Association is at immediate risk –on a number of fronts, including our unincorporated status [rendering all members potentially liable in the event of any claims], as well as other serious organisational flaws. We have referred to these in the “detail” and in our Risk Assessment attached.**

**We would be negligent if we did not bring this to your attention.**

#### **Our approach**

- **All members of the SHA and SHA contacts were advised of the review and to contribute by email, telephone, or hard copy up to 10<sup>th</sup> January 2014 [1 month to respond]**
- **All Council Members were circulated with an interim report on 17<sup>th</sup> January, with further comments invited from them by 24<sup>th</sup> January.**
- 48 separate documents and sources were considered by us including any constitutions , for all the Socialist Societies, including telephone contact with them

- We also looked at good practice in other organisations, including the NHS, and made reference to Labour Party rules where appropriate
- We held three sessions meeting as a Group, two of which included discussions and interviews with the SHA Director and one with the Chair. Written submissions were also made by the Chair, the previous Chair, the Director and the Secretary, and other members.
- Some areas will require further oversight and also more work on both implementation and development in key areas including our Human Resources arrangements. For this reason we recommend to Central council that the Group continue.

We consider that our proposals will benefit the SHA – and its membership; it is after all a membership organisation. It is inevitable that that in making any changes after a long period that the need for this is not always recognised; does not always meet with universal approval and can lead to entrenched positions being taken.

We have tried to step outside the organisation and to see also how prospective and former members might view us, as well as those closer to the inner workings. Our Group has a wide range of backgrounds, as indicated to all members and we hope gives you the confidence to support these proposals.

Thanks to all those who took the time and trouble to respond and give evidence and especially the Group who have given their considerable time freely, and worked very hard in a short timescale.

**Harry Clarke**

**Chair, Governance Group**

**Members:**

**John Lipetz**

**Cllr Rachel Harris**

**Cllr Mike Roberts**

**Tony Beddow**

**Caroline Molloy**

**Richard Grimes**

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## RECCOMENDATIONS

It has been put to us by one submission that nothing can be effected in any area unless it's" in the Constitution". We do not hold with his view, any organization needs to have procedures and processes for good governance, which are agreed, transparent, and help effective working, without being incorporated into the constitution and which would require a two-thirds agreement. Such restrictions would hinder any organization in moving forward. [ see footnote at the end of these recommendations]

Recommendations' which have been put forward as Constitutional Amendments to the AGM are indicated as (C); those recommendations which can be implemented immediately are also shown as (I)

**Constitutional Amendments submitted** are also included as an appendix to this report

1. **The SHA Objects** to now include "National Health and Care Service ", (C) and (I) and to include inequalities and non-medical determinants of health. (C) and (I)
2. **Policy Making and statements**
  - a) An annual Policy Programme should be drawn up in advance by the Central Council with timescales, themes , outcomes , lead roles and presented to and agreed by the AGM [C & I]
  - b) Policy agreed at AGM may be varied only if 75% of voting members of Central Council agree this is necessary in extremis, and to report reasons to the AGM [C&I]
  - c) Policy areas not covered by the annual programme can be added to and developed by the Central Council, and agreed by majority vote (voting members ) [C & I ]
  - d) Central Council will request policy suggestions from all members. A log will be kept on members protected area of the website [C&I]
  - e) Policy formulation and implementation should be devolved to Task and Finish Groups formed from the Central Council, with Members Co-opted if necessary [C&I]
  - f) Task and Finish Groups should be comprised of a majority of members, excluding Officers.
  - g) Task and Finish Groups to report to the Central Council [C&I]
  - h) Central Council to report on outcomes and progress to the AGM through the Vice-Chair (Policy) and quarterly to members via SHA Newsletter and or website [C&I]

- i) There should be at least two Central Council meetings per annum devoted to Health Policy [C&I]
- j) All members , including Central Council members should be part of a broad approach involving the whole Central Council in engaging directly with Labours Health Team, whether in Government or opposition [I]
- k) Representation on any Labour Party Policy making or consultative bodies or Societies should be agreed by the AGM by majority decision. Representation should be by an elected Officer , Central Council member or Member [C&I]
- l) A formal written report should on any meetings held under (j) to the Central Council, and a summary report to be included in the Annual Report to the AGM [C&I]
- m) An **elected** post of Vice-Chair (**Policy**) be created [C]
- n) SHA Policy describes any aspect of SHA Policy, including any press releases, substantive statements, comments, use of social media. Any Communications should adhere to the Communications Protocol (attached), agreed with the Executive Committee (proposed) and shared with Central Council members prior to release. No SHA member or staff member shall give any opinion out or statement as representing the SHA in any way unless agreed and authorized [C&I]
- o) Only agreed Policies shall be publicly viewable. A proper Policy archive is required by topic and year- and by type of meeting e.g. Central Council. All policies to have an annual review date. Those more than 5 years old are deemed to have expired. [I]
- p) Any policies under discussion should have a watermark (draft) added a version number [I]
- q) Documents should be retrievable as documents rather than pages , as well as links [I]

### 3. **Types of Membership and Membership issues, including Branches**

- a) New categories to be introduced of unwaged, student, pensioners who have retired from work, persons working less than 16 hours per week, or on a training scheme. [C&I]
- b) Applications for membership to be reported to Central Council by the Secretary for confirmation and any branch informed. Branches are allowed two weeks to raise any objections.[C&I]
- c) Resignations can be with effect from and reasons provided if member wishes [C&I]

- d) Each affiliated organization is also entitled to one vote at Central Council meetings[C&I]
- e) An **elected** post of Vice Chair (**Membership**) including **Women and Equalities** should be created[C]
- f) The entire membership data base should be validated as soon as possible. Any distinction between Members and contacts /supporters to be clear [I]
- g) Geographical arrangements of branches and members should be reviewed to see if any amalgamation may be beneficial [I]
- h) Membership lists should be devolved to Branches and shared with Branch officers [C&I]
- i) Membership records should include gender, BAME and disability status[I]
- j) There should be a full membership report to all CC meetings and the AGM, including any Branch activity [I]
- k) A proportion of the total of all subscriptions, [minimum of 3%] should be paid to branches where conditions have been met. [see Constitutional Amendment ]
- l) Branches should make a report twice per annum to Central Council[C&I]
- m) Branches should have a minimum of 20 members [C&I]
- n) Bringing the SHA into disrepute applies to all members, officers and staff, paid or voluntary
- o) Members should be able to indicate if resignation of membership is with immediate effect or with effect from and that members may provide reasons for resignation if desired to the Secretary.
- p) Membership may be suspended pending any appeal to a panel set up by Central Council into any disrepute allegations [C&I]

#### 4. **Overall Governance of the SHA**

- a) We recommend that Officers are instructed as a matter of urgency to progress work to change our status to **Incorporated, or a Co Ltd by guarantee**. Currently members have No protection whatsoever against any claims of any kind, and would be pursued individually after any assets were exhausted.
- b)An Executive Committee ( EC )should be formed comprising the Chair, Secretary, Treasurer, Vice- Chair (Policy), Vice-Chair (Membership/Women & Equalities),

Chair or Vice-Chair Wales; Chair or Vice –Chair Scotland. In addition we recommend a post of Trade Union Liaison Officer be agreed as an EC member and elected to represent TU interests. [C&I]

c) Any commissioning of paid work, volunteers , or changes to paid staff terms and conditions to be reviewed by the EC and confirmed by Central Council. [I]

d) Each Central Council will have a formal written report/and or statement made by the Chair, Any Vice-Chairs, Secretary and Treasurer, and TULO Officer, and the most senior paid staff. Any financial report should show sources of income, one off or recurring and expenditure [C&I]

e) Central Council meetings are to have a recorded vote if 25% by show of hands request from voting members and to be shown in the minutes. [C&I]

f) All Central Council and AGM Meetings should have a Report from the Chair and Officers, and built in time for questions .Such reports should include past quarters meetings and outcomes, and proposed future activities

g) The Agenda for Central Council should be circulated no later than one week in advance of the meeting and that any items reasonably requested by Central Council members up to ten days prior to the meeting can be incorporated on the agenda and included, unless satisfactory reason is given by the Chair why it can not. Central council can by vote agree to change the agenda and order if an urgent issue is tabled. A draft agenda should be circulated to Central Council members at least two weeks in advance and asking for topics to be included.

g) The title Honorary to be deleted with reference to Officers [C&I]

h) The Chair of the SHA is to be the line manager of the most senior of any paid staff, full or part-time. In their absence it shall be the Secretary, until any elections have been held for Vice-Chairs, when a Vice-Chair will assume responsibility in Chairs absence

i) In the event of the Chair being relinquished after annual election, a Vice-Chair will become Acting Chair, unless more than six months are remaining in the Chairs term of office, in which event an election will be held.

## **5. Running and Organisation of SHA between AGM and CC**

- Two Vice Chair/s (elected) position are created (Policy and Membership) as described above and a role description for this and the Chair be drawn up. [C&I]

-That the current 3 Officer posts (Chair, Secretary and Treasurer), together with these Vice-Chair/s form an Executive Committee whose members to also include a Wales and Scotland representative., and a TULO Officer (elected ) [C&I]

- The Executive Committee [EC] should meet at least once a quarter prior to the CC or AGM and no less than eight times per annum [C&I]

-Any Conferences, seminars, training, meeting should be Chaired or hosted by an elected Officer or Central Council member [C&I]

-There should be a standardized evaluation process for events, meetings and a quarterly summary report [C&I]

- The most senior member of paid staff is accountable to the Chair day to day, or in their absence the Secretary [or Vice-Chair when elected]

The EC may consider management issues, staffing and confidential matters and shall report on substantive decisions made or planned to each CC (open) or where necessary in a closed [Part 2] Confidential session

-A part 2 closed sessions may be held where the Chair/Vice-Chair considers that any matters discussed in part 1 might be prejudicial to the SHA, and may exclude members/attendees

-The Communications protocol should be seen as the organization's internal and external interface

## **6. Finance and Auditing**

a) Current Standing Financial Instructions to make reference to delegated spending limits to Officers or staff, with a requirement to seek prior approval from the CC, where above 5% of total income for any one item[This requires variance and approval of revised SFIs by Central Council]

b) The Auditors are to be appointed by election at each AGM, and shall present and give their opinion on the Annual Accounts at each AGM. No elected officer can be an auditor. Any audits shall be undertaken after requests to the Treasurer for documentation etc. [C&I]

c) A proportion of the total of all subscriptions, [minimum of 3%] should be paid to branches where conditions have been met. [See Constitutional Amendment] See also 3 k above.

d) Our **Standing Financial Instructions** make no reference to **delegated spending limits to officers** or Directors, or requirements to seek CC approval. . We recommend a figure of 5% of total annual income as a threshold above which approval must be sought. There should be a full financial report **to each CC showing income, sources, expenditure, liabilities**. Any commissioning of paid work, volunteers, or changes to the terms and conditions of paid staff should be reviewed by the EC, and confirmed by the CC

## 7. Role of the AGM and CC– including any annual reports

a) All reports made must allow questions to the authors from the floor.

b) Any Annual Report must include a report from **all Officers**, with questions from the floor. [C&I]

c) The Annual report should report progress against and outcomes against the years programme, and a full membership report. [C&I]

d) An Annual Policy Programme should be agreed by the AGM, after submission by Central Council. [C&I]

e) Policy agreed at the AGM may be varied by a 75% vote of CC members, with a report back to the AGM [C&I]

f) The AGM will receive a report from Central Council on all outcomes and progress against the programme [C&I] and included in the Annual report to the AGM

g) The AGM will agree representation on any external bodies, which should be by an elected officer or CC member [C&I]

h) The AGM will receive a report from the chair

## 8. Resolutions including emergency resolutions, and Special Meetings

a) Emergency resolutions shall be accepted for discussion at the AGM if supported by 25% of voting members and may be tabled within 24 hours of the meeting [C&I]

b) A Special General Meeting may be called by two-thirds of Central Council Members, or 10% of members not on Central Council or Officers. [C&I]

## 9. Conduct of Meetings

We have drawn up a Standing Order protocol, modeled on the SEA (Socialist Education Association) attached to the Constitutional amendments to apply to all meetings of the SHA including sub-groups [C&I]

## 10. Elections

- a) Any candidates for election shall submit a brief statement and biographical details [C&I]
- b) When nominations for any election are sought, members to be advised with a specific and separate communication identifying this subject only [C&I]
- c) Elected candidates to complete a Register of Interests [C&I]
- d) All members should receive details of elections, voting, without the need to request [C&I]
- e) Where the Chair is relinquished with more than six-months of term remaining a fresh election shall be held; where less a Vice-Chair will become Acting Chair

## 11. Policies to develop

Policies should be developed urgently covering the whole suite of Human Resource policies, (employment aspects, **equal opportunities, grievance and disciplinary policies, disability issues (venues/voluntary work performance and appraisal policies etc.)**, and redress against officers, staff, and complaints against or by members or non-members.

## 12. Governance Group

We recommend that the Governance Group continue, to ensure any recommendations are implemented, and to report to Central Council no later than six months after the March 2014 AGM

Note:

<http://legal-dictionary.freedictionary.com/constitution>

**Constitution:** The fundamental law, written or unwritten , that establishes the character of a government by defining the basic principles to which a society must conform; by describing the organisation of the government and regulation, distribution and limitations on the functions of different government departments; and by prescribing the extent and manner of the exercise of its sovereign powers. A legislative charter by which a government or group derives its authority to act.

**Policies:** The set of policies and procedures that define , regulate and inform how you and your organisation operates

<http://knowhownonprofit.org/organisation/operations/legal/copyof> policies

**Detail -where necessary behind our recommendations. Numbering refers to the recommendation number**

**(2) Policy Making and statements**

We currently have no actual process for agreeing Policy, or statements and responses by the SHA. There is a lack of clarity on structure, process and outcome. The Constitution limits policy SHA policy to the AGM, with new policy the responsibility of the Central Council. We have suggested in a constitutional amendment that:

-Policy should be agreed by the CC and confirmed by the AGM

-All members, including the CC should be able to contribute to Policy making

-We should have a more inclusive and broader approach involving the CC in engaging with Labour's Health Team, in addition to the formal Party Process, such as a Policy Central Council meeting.

We are firmly of the view that wherever possible policy is developed with members, which is why we are not persuaded that detail be left to Officers, the Director and one nominated by Central Council.

We recommend that an elected Officer post of **Vice-Chair Policy** be created.

We need **Policy Groups open to all members including CC**, and the **practice of special CCs on policy to continue**. Suggested areas covered to **include Membership, Policy, Campaigns, Education and Training, Editorial, Governance, and Finance& General**. We hope this can stimulate more involvement by members and align with members skills. The Director or other staff in attendance as required.

**Any press releases , substantive statements** , including on social media representing the SHA position in any way should adhere to the agreed Communications Protocol, be agreed by the Executive Committee -EC (proposed) , and shared before release with Central Council members – (who might be approached ). There shall be a record kept of any made. This should counter the perception amongst some members as reported to us, that sometimes individual personal opinions are sometimes expressed, whether by Officers or staff.

We do need to consider not giving a platform to those who do not sharing our aims, including affiliations to any organizations, not just individuals. We should apply more scrutiny to the sponsors and stakeholders of any body we affiliate to.

**No SHA member or staff member shall give any opinion or statement out** as representing the SHA unless they are authorized to do so and the statement is agreed. We note that there already an agreed Communications protocol (attached as an Appendix), and which should be followed in all forms of media.

Only agreed policies should **be publicly viewable**. A proper Policy Archive is required by subject, and proper ordering of policies by subject. All policies to have a review date (annual); policies more than 5 years old deemed to have expired unless updated in last 15 months. There is a degree of confusion as to what are agreed policies as opposed to articles, blogs etc

**A PDF facility** should be added to the website, as is common with all organizations to ensure the better protection of documents therein.

All policies under discussion and not FINAL and agreed shall have a document control version and “draft” watermark attached.

We also note that access by members to documents is by “links” to a “page” rather than a actual document, which makes **use of and retrieval difficult and cumbersome** , and departs from usual practice of other organizations including affiliates .

## **8. Types of Membership and Membership issues including Branches**

We think it would be helpful for an elected Officer to have responsibility for **reporting on membership** and associated issues and further consideration is given to the SHA having a **Membership staff member** to lighten the load of some basic tasks from the Director. Currently the Director undertakes all this activity.

We have been told that our strength lies in our members and we want to have a focus on these including Branch development, and making us less London –centric. We recommend this is signaled by a post of **Vice-Chair ( Membership / and Women and Equalities)** Currently we appear gender, BAME and disability status blind- which is not acceptable.

Given the large number of TU contacts /supporters of the SHA we feel it advantageous for SHA TU members to elect a TULO Officer to represent them on the SHA Executive Committee.

Reference has been made to “affiliated “members”. We note that there is no provision in the constitution other than affiliated organizations.

. We recommend that **the Membership data base is validated**, possibly independently, and that a distinction between “**contacts**”/**interested parties and actual members** is made clear and **organized separately** on the database. We received evidence to indicate that an inflated membership record which included contacts had led to more delegates being elected to Central Council than should be allowed from Branches, -for some considerable time- and in effect making us ultra vires.

We have reviewed the grouping of members by currently different and haphazard geographical areas and recommend that these be overhauled to give a larger membership base by amalgamation where possible.

Membership lists should be delegated to Branches and devolved Regions.

A suggestion has been made that we have a Women’s’ Membership Officer. There are precedents of course in both the Labour Party/Fabians. We are conscious of the under representation at Central Council meetings, AGM, officers etc. We recommend that an elected Officer post be created of **Vice-Chair Women and Equalities, to be combined with the Vice-Chair Membership post.**

We have suggested that members may provide reasons if they wish –if they lapse or resign. We should welcome feedback and act on any criticism where expressed.

The constitution is silent on quorums for branches, (officer categories,) when AGMs are to be held, frequency of meetings, reports to Central Council or AGM an opportunity for branches to report back.

- Branch arrangements are not properly noted or reported back on including re meetings/membership/nominations
- Branches AGM arrangements to be in line with approved practice
- This needs negotiation with those ‘branches’ that exist at present to avoid alienation.
- We have made Constitutional amendments to remedy some of these issues
- There is currently no facility to “suspend” membership, or to appeal against termination of membership. Again we have tried to remedy this with a constitutional amendment.

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### **SHA Legal status**

We are currently unincorporated. We have established informally that to change our status is not costly, and recommend that further work to look at incorporation status should continue to be investigated as a **matter of urgency**. We are concerned at liability of website items, Information security and Intellectual property rights.

Another affiliate -to the Labour Party (LFIG) –Labour Finance and Industry Group is a Co Ltd by guarantee.

#### 4. Overall Governance of the SHA

At present the elected Officer Group is very narrowly defined, and limited to three officers with most work being undertaken by the Chair in practice.

In addition the Director currently undertakes representational duties, membership, Finance, Annual report, website, social media, training, and events.

We consider that the Officer Group should be wider, operate as an Executive Committee and in effect fulfill more fully their elected and titled roles, including oversight of the SHA between CCs, and any paid staff.

We consider that making the Officer Group larger, and having proper defined areas (e.g. Policy/Membership) can only help in this.

It is clear to us that any paid staff need clear direction and management, and that current arrangements are unsatisfactory from an individual aspect and by Central Council.

Making the Officer roles more active and responsible will remove some of the inherent conflicts when all aspects are undertaken by one paid member of staff, as well as workload. In addition we currently **have no resilience** as an organization with all operational actions and functions being undertaken by one person, in the event of holidays, emergencies, sickness etc.

#### 5. Finance and Auditing

Our **Standing Financial Instructions** make no reference to **delegated spending limits to officers** or Directors, or requirements to seek CC approval. This should be remedied. We recommend a figure of 5% of total annual income as a threshold above which approval must be sought. There should be a full financial report **to each CC showing income, sources, expenditure, liabilities**. Any commissioning of paid work, volunteers, or changes to the terms and conditions of paid staff should be reviewed by the EC, and confirmed by the CC.

The majority of all financial transactions and reports appear to be undertaken by the Director, rather than the Treasurer, placing not only a greater burden than need be, but not having a proper separation of functions. The Auditors appointed by election at the AGM shall make a report to the AGM and give their opinion as to the accounts which are to be audited physically independent of any officers or staff.

## 6. Running and Organisation of SHA between AGMS and Central Council

A major weakness to us is the lack of a transparent decision and policy making process, real involvement of Central Council, and reporting to it by Officers and Director. We recommend that the Chair and any senior paid officer report on past /proposed activities /meetings; report on outcomes and to involve CC /members in these where possible. There should be a Report from the Chair to each CC, with a built in time for questions.

There is sometimes a gap in terms of secretarial/contemporary minutes and recording of decisions at present. We cannot expect the Director to do all these things for an executive and the CC as well as supporting branches

At present there is no specific mention of any actual paid roles in the Constitution, although we have one paid member of staff. From the written and verbal evidence we have taken it is clear that there is no line management taken at all by the officers of paid staff, whilst the Central Council is responsible for their appointment only currently. This is an untenable situation, with neither the Officers nor Central Council giving any direction, priorities etc- unfair to them or paid staff. We have had mixed views on where this accountability should lie-from the current and former Chair, **but we are firmly of the opinion this should lie with the Chair, and in their absence another elected Officer, and we suggest the Secretary, until a Vice- Chair is elected under our proposals**

Other than Chairing meetings, and being responsible for the running of the SHA between CCs, there is no role description of the Chair, and the current Vice-Chairs have no role, other than taking the Chair in the absence of the Chair. We recommend that a) the duties of the Chair are defined b) consideration be given to two Vice-Chairs - elected at the AGM with full Officer rights. In the absence of the Chair, the Vice-Chairs shall Chair an AGM or CC or Special meeting. The Chair should be responsible for the day to day management of the Director/other paid staff volunteers; Vice Chairs in Chairs absence. It is clear that the Director is accountable day to day to the Chair.

Whilst at times the Central Council is large and sometimes unstructured in approach, we consider the Officer Group (excluding Director) to be too small and a better connection to the CC is required. We recommend that:

**- Two vice Chair/s (elected) position be created (Policy and Membership) as described above and a role description for this and the Chair be drawn up.**

**-That the current 3 Officer posts (Chair, Secretary and Treasurer), together with these Vice-Chair/s form an Executive Committee whose members to also include a Wales and Scotland representative., and a TULO Officer (elected )The EC shall have authority to co-opt 3 other CC members to assist in the different portfolios of work and lead as necessary and report on.**

**-The title Honorary should not apply to any elected Officer post**

**Any conferences, seminars, meeting should wherever possible be Chaired/hosted by an elected Officer and or a Central Council member. There should be a standard evaluation process developed with a quarterly summary report.**

**-The Executive Committee should meet at least once a qtr prior to the CC or AGM and no less than eight (8) times per annum.**

**-The Executive Committee may consider issues including management issues, paid, voluntary staff and confidential matters and shall report on substantive decisions made to each Central Council (open ) or where necessary in a part 2 session .**

**-The Central Council shall have provision for meetings and business to be arranged in a Part 1 (open to all CC members , other members and staff; ( A part 2 closed session where the Chair/or Vice-Chair considers that any matters discussed might be prejudicial to any aspect of the running of the organization and that dependent on issues any member/staff may be excluded from, but this does not override any due process applying to any individual (s) which shall be described in a separate procedure.**

**- The Communications Protocol should be seen as the key steer for the organizations' internal and external interface**

## **7. Conduct and role of the AGM and CC– including any annual reports**

At each CC and AGM, Chair, Treasurer, Secretary, Vice- Chairs and Director will take questions at the end of their report, giving written replies subsequently where requested.

CC minutes and AGM minutes will not be made public until approved

Quorum for Central Council: to be 10 members including 2 Officers

All reports made must allow questions to the authors from the floor. Any Annual Report must include a report from all Officers, with questions from the floor. Apart from Annual Accounts the Annual report should report progress against and outcomes against the years programme, and a full membership report.

**-Suggested new “Standing orders “for the conduct of meetings are attached as an appendix to this report.**

The AGM to agree priority areas and a plan for the year ahead with some measureable outcomes

## 8. Resolutions including emergency resolutions

Any ordinary resolution may be made in writing with 7 days notice to the Secretary who will notify the Chair. A majority vote at Central Council will decide the resolution. An emergency resolution may be made if supported by 25% of voting members and may be tabled within 24 hours of the meeting.

## 9. Conduct of Meetings

Meetings should be governed by new Standing Orders (see attached)

## 10 .Elections to Central Council and Branches

The nominations process shall be clearly outlined to all members with 2 month's notice of any AGM to ensure sufficient time is allowed for fair, transparent process. A Proposer and seconder shall be recorded in the minutes. A notice specifically devoted to elections and nominations only will be issued electronically or by post when any election arises.

The Constitution currently requires a biography to be submitted by candidates to Central Council. We have suggested that this be of 500 words in future. In addition we propose that all those elected complete **a register of interests**, (home addresses redacted) and have circulated a suggested pro-forma. All Central Council Members will be required to complete a register of interests, including any group's belonged to, paid, unpaid work, consultancy or by association with spouse/partner/relative. Any declarations to be made at any meeting and no part to be taken in the relevant section of meeting. Secretary to maintain the register. The register to be publicly available on SHA website.

## 11. Policies to develop

Currently, little regard if any is paid to gender, equality, childcare or disability issues in relation to conduct of and location of meetings, and work undertaken by members on a voluntary basis.

Policies should be developed urgently covering the whole suite of Human Resource policies, (employment aspects, **equal opps, grievance and disciplinary policies, performance and appraisal policies etc.**), and redress against officers, staff, and complaints against or by members or non members

## 12. Governance Group

In addition to our recommendation that a Group continue, we would welcome additional members and feedback over the course of the next year from the March 2014 AGM

**SHA – produced by the Governance and Constitutional Review Group  
Risk Assessment and Assurance Framework 2014 some key risks –see foot  
of document for key**

**-go by the score –e.g 5 x 5 =25- higher =worse, not the colour**

Principal objectives	Principal risks	Risk Lead	RR	Existing Controls	Assurance Sources	Gaps in Control (C) or Assurance (A)	Action Plan to address Gaps	Overall Action Plan Status
What the organisation aims to deliver? (Objectives)	What could prevent the SHA objectives from being achieved?	(Dir title initials)		What systems do we have in place to mitigate the risk?	Where can we gain evidence relating to the effectiveness of the controls which we are relying on?	Where are we failing to put effective controls in place? or Where are we failing to gain evidence about their effectiveness?	Plans to address the gaps in control and / or assurance and (indicative completion dates)	Red Amber Green
Sustain as a viable association	SHA is unincorporated  All SHA funds depleted & actions against all individual members	SHA Officers and Central Council	<b>5 x 5</b> <b>RED</b>	NONE	N/a	Reluctance to obtain independent advice	Governance Group asks Officers to act urgently	<b>5 x 5</b> <b>RED</b>

Principal objectives	Principal risks	Risk Lead	RR	Existing Controls	Assurance Sources	Gaps in Control (C) or Assurance (A)	Action Plan to address Gaps	Overall Action Plan Status
What the organisation aims to deliver? (Objectives)	What could prevent the SHA objectives from being achieved?	(Dir title initials)		What systems do we have in place to mitigate the risk?	Where can we gain evidence relating to the effectiveness of the controls which we are relying on?	Where are we failing to put effective controls in place? or Where are we failing to gain evidence about their effectiveness?	Plans to address the gaps in control and / or assurance and (indicative completion dates)	Red Amber Green
	SHA gives platform to some opposing our aims-loss of members, reputational risks, TU funding	NONE at PRESENT	<b>4 x 4 Amber</b>	Editorial board has made some attempts to mitigate	Work of editorial board	Current work of Editorial Board held up by disagreement on role	Editorial Board work should be reinstated. Comms Protocol to be followed.	<b>4 x 4 Amber</b>

Principal objectives	Principal risks	Risk Lead	RR	Existing Controls	Assurance Sources	Gaps in Control (C) or Assurance (A)	Action Plan to address Gaps	Overall Action Plan Status
What the organisation aims to deliver? (Objectives)	What could prevent the SHA objectives from being achieved?	(Dir title initials)		What systems do we have in place to mitigate the risk?	Where can we gain evidence relating to the effectiveness of the controls which we are relying on?	Where are we failing to put effective controls in place? or Where are we failing to gain evidence about their effectiveness?	Plans to address the gaps in control and / or assurance and (indicative completion dates)	Red Amber or Green
	Membership data base is flawed; no data on gender or BAME or disability  Variance in no of delegates elected and votes at CC and of acting ultra vires	NONE	5 x 5 RED	NONE	Need independent review, and linked to CLP areas  Need a full membership report to CC and AGM	No proper membership reports given	Created eLected Vice-Chair Membership/ Women & Equalities, & consider more staff support to membership duties	5 x 5 RED

Principal objectives	Principal risks	Risk Lead	RR	Existing Controls	Assurance Sources	Gaps in Control (C) or Assurance (A)	Action Plan to address Gaps	Overall Action Plan Status
What the organisation aims to deliver? (Objectives)	What could prevent the SHA objectives from being achieved?	(Dir title initials)		What systems do we have in place to mitigate the risk?	Where can we gain evidence relating to the effectiveness of the controls which we are relying on?	Where are we failing to put effective controls in place? or Where are we failing to gain evidence about their effectiveness?	Plans to address the gaps in control and / or assurance and (indicative completion dates)	Red Amber Green
Expand and revive Branches	Lack of Resources to Branches, no identifiable geographical area	NO	3x4 12 AMBER	NONE	Work with TU partners and CLPs	Raise awareness of SHA locally	Elected Membership VC; devolve some funding to branches; hold less London centric meetings  Identify local speakers	12 Amber
Financial Controls	No limit in current SFIs on delegated spending limits	Central Council, Treasurer and Auditors	3X4 12 AMBER	Reports to AGM or CC.	Audit of expenditure	Need to have a direct report from Treasurer	Proposed EC to review any salary changes; commissioning of work and limit placed in SFIs on delegated spending	12 Amber

Principal objectives	Principal risks	Risk Lead	RR	Existing Controls	Assurance Sources	Gaps in Control (C) or Assurance (A)	Action Plan to address Gaps	Overall Action Plan Status
What the organisation aims to deliver? (Objectives)	What could prevent the SHA objectives from being achieved?	(Dir title initials)		What systems do we have in place to mitigate the risk?	Where can we gain evidence relating to the effectiveness of the controls which we are relying on?	Where are we failing to put effective controls in place? or Where are we failing to gain evidence about their effectiveness?	Plans to address the gaps in control and / or assurance and (indicative completion dates)	Red Amber Green
Involve members in Policy and a real Policy process	Lack of information on members and no framework for participation  Officer "exclusivity"	EC/ Central Council	4x4 12 Amber	NONE	None really-reliant on round robin emails;	No broad objectives agreed; no outcomes identified or success criteria or CC contact with Health Team	VC elected PolicyPost, constitutional changes to improve policy process, including annual plan and Officer reports, and Task and Finish Groups. Ability of CC to adapt to Policy outside AGM's.  Evaluation of conferences & training	4x4 Amber

Principal objectives	Principal risks	Risk Lead	RR	Existing Controls	Assurance Sources	Gaps in Control (C) or Assurance (A)	Action Plan to address Gaps	Overall Action Plan Status
What the organisation aims to deliver? (Objectives)	What could prevent the SHA objectives from being achieved?	(Dir title initials)		What systems do we have in place to mitigate the risk?	Where can we gain evidence relating to the effectiveness of the controls which we are relying on?	Where are we failing to put effective controls in place? or Where are we failing to gain evidence about their effectiveness?	Plans to address the gaps in control and / or assurance and (indicative completion dates)	Red Amber Green
	A too small Officer Group, not covering required areas adequately, and more direct involvement	CC	4x4 16	THE AGM and the Constitution	Current issues demonstrate lack of role definition, concentration of authority in too narrow a group	No checks and balances other than annual elections; no formal reports required	Creation of an EC, and with 2 x elected Chairs, plus Regions and a TULO Officer.  Changes in the Constitution to reflect and reporting by Officers, and line management of staff	16 Red

Principal objectives	Principal risks	Risk Lead	RR	Existing Controls	Assurance Sources	Gaps in Control (C) or Assurance (A)	Action Plan to address Gaps	Overall Action Plan Status
What the organisation aims to deliver? (Objectives)	What could prevent the SHA objectives from being achieved?	(Dir title initials)		What systems do we have in place to mitigate the risk?	Where can we gain evidence relating to the effectiveness of the controls which we are relying on?	Where are we failing to put effective controls in place? or Where are we failing to gain evidence about their effectiveness?	Plans to address the gaps in control and / or assurance and (indicative completion dates)	Red Amber Green
Elections process and members	Lack of awareness of elections taking place and what candidates stand for	AGM	3X4 12 AMBER	Only requirement is to submit a biography.	Member feedback, and those seeking election	. No compliance on biography	Proposed biography of 500 words all candidates and elected candidates to complete a register of interests	12 Amber

**Level of Risk**

	Most likely consequence (if in doubt grade up, not down)		
Likelihood of occurrence	1) None	2) Minor	3) Moderate
	No obvious injury or harm  Minimal financial loss (<£1,000);	More than 3 days off sick due to injury  moderate financial loss (£1K to 20K);	Hospitalised or medium term injury  Major financial loss (£20K to £100K) including litigation settlement.
1) <b>Rare</b> - Can't believe the risk will ever happen	1	2	3
2) <b>Unlikely</b> - Do not expect the risk to happen but it is possible	2	4	6
3) <b>Possible</b> - The event may occur occasionally	3	6	9
4) <b>Likely</b> - The event will probably occur but is not a persistent issue	4	8	12
5) <b>Almost certain</b> - The event will undoubtedly occur, possibly frequently	5	10	15

Submitted by the Governance and Constitution Review Group

We recommend that these amendments be read in conjunction with our report to the AGM

Subject to approval these provisions shall come into immediate effect following the SHA AGM 8<sup>th</sup> March 2014, unless they give effect to an election which could otherwise not take place until the 2015 AGM

General: Any reference to Honorary is to be deleted throughout with reference to Officers

## 2. Objects

a) Add after national health "and Care Service"

c) Delete whole clause, replace with "to provide information and policy on health issues as requested by the public and make available to the Labour Party and public bodies within resource constraints and as agreed by Central Council

d) After ill-health, add "inequalities, and non-medical determinants of health"

h) Delete conduct propaganda and insert "to carry out work approved by the AGM and /or the Central Council "

i) Add: - "and care "after health

## 3. Membership

Add: "Applications for membership shall be reported to Central Council by the Secretary for confirmation, and any relevant branch informed. Branches are allowed two weeks to raise any objections which will be considered by the Central Council. Membership is subject to confirmation.

## 4. Affiliated Organisations

Add: after one vote "each affiliated organisation is also entitled to one vote at Central Council. "After postal ballot add "or by agreed electronic voting"

## 5. Termination of membership

a) Add "and if this resignation is with immediate effect or with effect from ". And add "members may provide reasons for resignation if desired to the Secretary."

d) Add after when it is decided after "by a recorded vote "Add: membership may be suspended pending any appeal to a panel set up by Central Council into any disrepute allegations.

## 6. Subscriptions

a) add" subject to confirmation under 3"

b) Add "literature" after Association. , add after shall determine "including attending Central Council Meetings, the AGM and any Special Meetings

c) Delete low income , replace with "unwaged, , student, pensioners who have retired from work, persons working less than 16 hours per week , or on a training scheme "

f) delete whole clause, replace with " A proportion [ minimum of 3.%] to be reviewed annually by the AGM of the total of all subscriptions(individual and affiliates ) to be determined by Central Council will be paid to local branches and Scotland and Wales where all these conditions below are met:

add-Branches should have a minimum number of 20 members and may regarded as an amalgam of complete parliamentary constituencies with Executive elected officers of Chair, Secretary, Treasurer , Membership Secretary.

Add- Branches have to have 1 quorate meetings per annum (including an AGM) and agendas and minutes produced

Add Membership lists are to be shared with elected Branch Officers

Add- Branches provide a report to Central Council twice per annum

## 7. Finance

Delete Honorary

Add after money ", Income including debts "

After Authorised add "elected officers "

After No member or Branch insert "or Centrally committed expenditure shall be incurred on behalf of the Association except with the written authority of the Treasurer" .Delete "incur to Treasurer inclusive".

Add: All elected officers and staff shall have regard to the SHA Standing Financial Instructions as amended from time to time

## 8. Auditors

Line 1: insert "named" between The and Treasurer

After the Auditors add "(two) add "The Auditors appointed by election at the AGM shall make a report to the AGM and give their opinion as to the accounts which are to be audited independently of any officers or staff.

## 9. Governance

**a) After Policy of the Association add: "A broad programme of policy objectives and planned outcomes shall be presented to the AGM, and additions made at any Special or Extraordinary meetings that may be called.**

**r) And add: An annual Policy Programme should be drawn up in advance by the Central Council with timescales, themes, outcomes, lead roles and agreed by the AGM**

**Add: Policy agreed at AGM may be varied only if 75% of voting members of Central Council agree this is necessary in extremis, and to report reasons to the AGM**

**Add: Policy areas not covered by the annual programme can be added to the programme by Central Council by majority vote (voting members)**

**Add: Central Council will request policy suggestions from all members. A log will be kept on members interests in policy areas on the protected area of the website**

**Add: Policy formulation and implementation should be devolved to Task and Finish Groups formed from the Central Council, with Members Co-opted if necessary**

**Add: Task and Finish Groups should be comprised of a majority of members, excluding Officers.**

**Add: Task and Finish Groups will report to the Central Council**

**Add: Central Council to report on outcomes and progress to the AGM through the Vice-Chair (Policy) and quarterly to members via SHA Newsletter and or website**

**Add: There should be at least two Central Council meetings per annum mainly devoted to Health Policy**

**Add: All members, including Central Council members should be part of a broad approach involving the whole Central Council in engaging directly with Labour's Health Team, whether in Government or opposition**

**Add: Representation on any Labour Party Policy making or consultative bodies or Societies should be agreed by the AGM by majority decision. Representation should be by an elected Officer, Central Council member or Member**

**Add: A formal written report should on any meetings held under (j) to the Central Council, and a summary report to be included in the Annual Report to the AGM**

**Add: An elected post of Vice-Chair (Policy) is created**

**Add: SHA Policy describes any aspect of SHA Policy, including any press releases, substantive statements, comments, use of social media. Any Communications should adhere to the Communications Protocol, be agreed with the Executive Committee (proposed) and shared with Central Council members prior to release. No SHA member or**

staff member shall give any opinion out or statement as representing the SHA in any way unless agreed and authorized

c) Add “the general business of the Association shall be conducted on behalf of the Central Council by the elected Officers [but not including appointment of any delegates to represent the Association nationally. ] Any actions taken or proposed by elected officers shall be reported at each Central Council meeting in a report included as an agenda item, available at the same time as the agenda and to which questions may be taken. The Elected Officers shall constitute an Executive Committee.

d) Add: The Annual Report of the Central Council shall include a written report from the Chair, Secretary, Treasurer, Vice Chairs -Membership and Policy, Women & Equalities Officer and Trade Union Liaison Officer. All Officers will each present written formal reports, and where appropriate from paid staff. Questions may be taken from the floor to the Council and/or any elected officers.

## 10. Central Council

a) Delete Honorary throughout. Delete “The Council may elect up to 4 Vice –Chairs – to ...work”

Add: 2 Vice- Chairs – (elected) (VC1 –Membership, VC1 - Policy.) The Vice-Chairs acts as Vice-Chairs in the absence of the Chair, or if the Chair is vacated in part at any meeting. The Vice- Chairs have specific responsibility for Membership issues and supporting Membership/Branches or supporting Policy issues. [The Vice-Chair Membership shall also encompass the role of Women and Equalities Officer]

Add: An election shall be held by SHA TU members to have a Trade Union Liaison officer to represent TUs at Executive Committee level.

Add: If there is a vacancy of the Chair, and less than six months term of office remain, a Vice-chair will become Acting Chair. If more than 6 months remain, a fresh election will be required.

Add: after shall consist of the principal officers Chair, Vice-Chairs (2) Treasurer, Secretary, Chair or Deputy (Wales); Chair or Deputy (Scotland) , Trade Union Liaison officer

Add: “The SHA will be governed between Central Council meetings by an Executive Committee comprising of; Chair, Vice-Chairs (2), Treasurer, Secretary, TULO Officer, Chair (Wales), Chair (Scotland)

d) After AGM: delete “The Central Council ...to... position “

Add: The Central Council may elect from amongst its members to support special areas of work who shall report directly to Central Council

f) Delete Honorary. Add: “including management and direction to any staff, paid or unpaid or in a voluntary capacity (excluding any Central Council member). This will normally be undertaken by the Chair; in their absence a Vice-chair.

Add: The elected Officers will make a written report on all activities in the past quarter to each Central Council, and the forthcoming quarter. For each Central Council meeting the Chair will circulate a proposed Chairs activity agenda to Central Council. Questions will be taken from Central Council members on Officer Reports at each Central Council meeting, content to be determined by Central Council.

Add: “The Central Council shall be obliged to accept for discussion and vote if required a resolution on Policy development from both Council and ordinary members, for discussion at the next Central Council meeting, following receipt ten days before.

h) Quorum: delete eight, replace with ten, including two elected officers (one of whom must be the Chair or a Vice-Chair)

j) Add: A recorded vote shall be taken if 25% of those present with voting rights request on an item and this shall be shown in the minutes

New clause L: All meetings of the SHA and sub-groups and Committees shall be governed by the new Standing Orders dated 8<sup>th</sup> March 2014 as attached

New Clause m) All Central Council Members however elected shall complete a standardised Register of Interests form which will be held by the Secretary and published in a Members only Section of the SHA website. Any Member taking part in a discussion which involves a declared interest should not take any part in that discussion or decision, and may be required to withdraw from that part of the meeting by the Chair.

## 11 Elections

- a) Delete Honorary Insert “secret” before Ballot
- b) Delete associated members, replace with “ and members representing Affiliated organisations “
- c) Add after AGM, “and also with a specific and separate communication identified as nominations invited for Annual elections with this subject only to all members”
- d) Delete” with a brief statement by and biographical details of candidates “  
Insert “Any candidates for the Central Council shall provide a statement limited to 500 words, with biographical details on a format and minimum content approved by Central Council/AGM which ever is the sooner. Elected Candidates shall also complete a Register of Interests as approved by Central Council”
- i) Delete Vice-President

## **12. Sub-Committees**

**Add: Any Sub-Committee may only be dissolved by a majority vote of the Central Council, unless its term has expired and not extended.**

## **13. Branches**

a) Delete “not less than twelve members” replace with not less than twenty

## **16. Annual General Meeting**

C: Delete “if they indicate that they wish to receive these items “

## **d) Emergency Resolutions**

**Delete current clause, replace with:**

An emergency resolution shall be accepted for discussion at the AGM if supported by 25% of voting members and may be tabled within 24 hours of the meeting, unless in exceptional circumstances with the discretion of the Chair.

## **17. Special General Meeting**

**A special general meeting may be called by:**

**Two- thirds of Central council members**

**Or 10% of members not on Central council or officers.**

**This can be an Extraordinary Central Council Meeting or a Special members meeting.**

## **18. Procedure at the Meetings of the Association**

**New clause d) In addition the conduct of all meetings shall be governed by new Standing Orders as attached below:**

### **Standing Orders for SHA AGM and Central Council meetings**

**Formally adopted at 2014 AGM held March 8<sup>th</sup> 2014**

#### **1. Quorum**

The Central Council quorum is 10 members. Unless otherwise decided, all meetings shall start at 12 noon. If there is an Executive Committee meeting preceding this will commence no later than 11.00am. If within half an hour a quorum is not present, the meeting shall proceed but no decisions will be recorded and business will be carried forward

#### **2. Order of Business**

An Agenda shall be prepared by the Secretary and shall be circulated to members by no less than 7 days before the meeting. All items thereon shall take precedence over all other business. Any member wishing to introduce business for consideration of the meeting should notify the in advance or else the Chair at the beginning of the relevant meeting. [But note provision for emergency resolutions]

### **3. *Suspension of Standing Orders***

In the event of any matter of urgency, however, the Chair may accept a motion for the suspension of Standing Orders. The member moving such suspension must clearly state the nature and urgency of his business, the number(s) of the Standing orders affected, and the length of time (not exceeding 30 minutes) he/she desires such suspension to last. No suspension shall take place except by a two thirds majority vote of the members present.

### **4. *Minutes***

The minutes shall be taken by the Secretary or in their absence by an Officer or member nominated by the Chair. The minutes of the previous meeting, (or meetings if the same day as the EC meeting), shall be circulated to the members with the Agenda. After confirmation of the minutes by a majority of those present, they shall be signed by the Chair as a correct record and members shall then be at liberty to ask any questions in regard to matters arising out of them. Such questions shall be allowed for purposes of information only, and no debate on the policy outlined in the minutes shall take place. Minutes will only be published publicly once approved

### **5. *Selection of Speakers***

The Chair should use his/her discretion to encourage active participation by all members in the meeting. Members wishing to speak should indicate so to the Chair by raising their hand. When more than one member indicates that she/he wishes to speak, the first to indicate shall be given precedence, the decision resting with the Chair. The Chair should also involve all those members present at the meeting as to the length of a particular item on the agenda, whenever the number of speakers wishing to speak might jeopardize discussion of subsequent items.

### **6. *Chair's ruling***

If the Chair calls a member to order, or for any other purpose connected with the proceedings, the member speaking will stop speaking immediately. No other member should speak at this point. The ruling of the Chair on any question under the Standing Orders, or on the points of order or explanation, shall then be given and regarded as final, unless challenged by not less than four members, and unless two thirds of the members present vote to the contrary. If there is a challenge to the Chair's ruling in accordance with the above, then that part of the

meeting shall be chaired by the Vice Chair, or in her/his absence, by the Secretary.

#### **7. *Interruption***

If any member interrupts another while addressing the meeting, or uses abusive or unacceptable language, or causes disturbance at any of the meetings, and refuses to obey the Chair when called to order, he/she shall be named by the Chair. She/he shall thereupon be expelled from the room and shall not be allowed to enter again until an apology satisfactory to the meeting is given.

## **SHA Constitution**

## **Appendix C**

This document is as amended by the AGM on 9th March 2013

### 1. Name

The Socialist Health Association hereinafter named the Association.

### 2. Objects

- a) To work for a fully free and comprehensive national health service, both preventative and curative, of the highest standard for the community which secures for the people the highest standard of health.
- b) To provide means by which those concerned about health may assist in formulating Socialist health programmes and policies for the Labour Party
- c) To make available to the public information on current health issues.
- d) To demonstrate the relationship between environmental conditions poverty and ill health and to work for improvements in housing, nutritional, industrial and environmental conditions.
- e) To disseminate the principles of Socialism
- f) To assist in the election of Socialists to public bodies
- g) To establish relations with Socialist members of health services in other countries.
- h) To conduct propaganda in furtherance of the aims and objects of the Association.
- i) To work for the extension of democracy into the health service.

### 3 Membership

Membership shall be open to any person or organisation who accepts the Objects of the Association

### 4 Affiliated Organisations

The Association accepts as Affiliated Organisations national, regional, and local Socialist, trade union, co-operative and community organisations. Affiliated organisations may submit resolutions and a representative from each organisation present at the Annual General Meeting will be entitled to one vote. Each Affiliated Organisation shall have one vote in any postal ballot.

### 5 Termination of Membership

- a) Any member wishing to resign from the Association shall give notice in writing to the secretary.

- b) Any member or affiliated organisation whose subscription is seven months in arrears following reminders at three months and six months shall be deemed to have lapsed.
- c) Any member who fails to conform to the Constitution of the Association shall cease to be a member of the Association.
- d) The Council of the Association may terminate the membership or affiliation of any person or body that by their conduct brings the Association into disrepute. Any such decision shall require agreement of two thirds of the members of the Council present at the meeting when it is decided.

## 6. Subscriptions

- a) Membership of the Association shall commence upon acceptance by the Treasurer of the appropriate subscription and completed application form.
- b) Membership shall entitle the member to receive the Association's journal and other benefits as the Central Council shall determine.
- c) The minimum annual individual and joint subscription rates shall be determined by the Annual Meeting. The Annual meeting may approve reduced subscriptions for people with low income.
- d) Affiliated organisations shall be liable to pay a subscription as decided by the Annual Meeting.
- e) Membership/association normally runs from the month of joining and is renewable annually in that month.
- f) A proportion of the subscription to be determined by the Central Council may be paid to local branches in such a way and such extent as shall be determined by the Central Council.
- g) Central Council may grant Honorary Membership or Life Membership to persons who have contributed substantially to the work of the Association.

## 7 Finance

The Honorary Treasurer shall collect all money due to the Association and shall be the custodian thereof. All cheques on the Association's banking account shall be signed by two authorised officers. The funds of the Association shall be paid into the Co-operative Bank. The Association's financial year shall be from 1 January to 31 December. No member or Branch shall incur expense on behalf of the Association except with the written authority of the Treasurer.

## 8 Auditors

The accounts of the Association shall be audited each year. The Treasurer shall produce for inspection by the Auditors all books and papers necessary for the complete examination of the accounts. The Auditors shall be elected at the AGM.

## 9 Governance

- a) The Association shall be governed by an Annual Meeting of the members, which shall determine the policy of the Association.
- b) The execution of the decisions made at Annual and Special Meetings of the members and the administration of the affairs and property of the Association shall be vested in the Central Council.
- c) The Central Council shall conduct the general business of the Association, appoint such paid officers and staff as it deems necessary, set up such sub-committees and special interest groups as are considered desirable from time to time, receive regular reports from those sub-committees and special interest groups, sanction publications and appoint all delegates to represent the Association nationally.
- d) The Central Council shall submit an Annual Report to the Annual Meeting for ratification. At all times it shall act in accord with the objects of the Constitution and with policy as laid down by Annual and Special meetings, but in between such meetings it should decide the Association's policy on new and other matters coming before it. Such decisions of policy will be subject to ratification at the Annual Meeting through the Annual Report.

#### 10 Central Council

- a) The Central Council shall consist of the principal Honorary Officers (Chair, Honorary Treasurer and Honorary Secretary), twenty directly elected members, branch delegates (see below), and a representative from each nationally affiliated organisation. The Council may elect up to 4 Vice Chairs from amongst its members to support special areas of work.
- b) For each 30 members or part thereof each branch shall be entitled to elect one of its own members to the Central Council.
- c) SHA Scotland and SHA Wales shall each appoint representatives on the same arithmetical basis.
- d) The Central Council shall elect functional officers at the first meeting after the AGM. The Central Council may co-opt a maximum of 5 members in addition to elected members to fill functional positions.
- e) The Central Council shall normally meet quarterly.
- f) Between Central Council meetings, the elected Honorary Officers will be responsible for the running of the Association.
- g) The Central Council shall at its discretion make provision for expenses of members attending Central Council meetings.
- h) The quorum for the Central Council shall be eight, which shall include two honorary officers.
- i) Any member of the Association may attend meetings of the Central Council. Such member may join in the discussion at the discretion of the Chair, but has no vote.
- j) All decisions of the Central Council shall be taken by majority vote of those present.

k) Any member of the Council who without good reason or apology fails to attend two successive meetings shall be deemed to have resigned.

## 11 Elections

a) Honorary Officers and members of Central Council shall be elected by ballot prior to the AGM.

b) All individual and associated members who are fully paid up by 31 December of the year prior to the AGM shall be entitled to make nominations for Officers and members of the Central Council.

c) Nominations shall be invited with the formal notification of the AGM.

d) Ballots if required shall be sent out with the Agenda together with a brief statement by and biographical details of candidates and should be returned by the AGM, and results of the elections will be announced at the AGM.

e) Central Council shall approve the arrangements for any ballot which is necessary, which will include scrutiny of the votes cast and verification of the results of any ballot held with reference to the following:

1. any contested election for officer of the association by at least two members nominated by Central Council who are not standing as officers of the association in that ballot;
2. any amendment to the constitution of the association by at least two members nominated by Central Council;
3. any resolution put to all members of the association by at least two members nominated by Central Council.

f) The AGM may accept nominations from the floor and conduct an election if insufficient nominations are received before the AGM.

g) The new Central Council shall come into office immediately after the AGM.

h) The Central Council shall have the power to fill any casual vacancies that may occur among the officers or members.

i) Central Council may appoint an honorary President and Vice Presidents as it sees fit.

## 12 Sub-Committees

The Central Council may set up sub-committees for specific purposes as and when required.

## 13 Branches

a) Any group of not less than twelve members or person's eligible and intending to become members may be recognised by Central Council as a branch of the Association. The Central Council shall have the power to define the area covered by any branch.

b) Branches are required to notify the Association of their AGM and of the names and addresses of their officers and to supply an annual financial statement.

c) If the business of a branch is not conducted in accordance with the constitution the Officers of the Association may take over the conduct of branches affairs and its funds.

#### 14 Scotland, Wales and English Regions

a) Branches may combine on an ad hoc basis to co-ordinate campaigns within their area. The association may designate any suitable geographical area as a Region if it sees fit. Where it is possible for branches within a Region to meet together for the purpose of electing a delegate and submitting a resolution to the Labour Party Regional Annual Meeting, they should be encouraged to do so. The Association may call meetings or conduct ballots of all members in a region as it sees fit.

b) Scotland and Wales are nation countries within the United Kingdom. They shall have autonomy for policy and campaigning on those matters devolved to the Scottish Parliament and the Welsh Assembly. Such policy and campaigning shall not conflict with the objectives of the SHA set out in paragraph 2. They shall be known as SHA Scotland and SHA Wales. Each shall hold an annual meeting at which members, branches and affiliates may attend and submit motions on devolved matters and elect a governing committee. SHA Scotland and SHA Wales shall affiliate to the Scottish and Welsh Labour Parties respectively.

#### 16 Annual General Meeting

a) The Annual General Meeting shall normally take place in March every year. Notice of the date and a request for resolutions and nominations to the Central Council shall be circulated to every member and associated organisations not less than four weeks before the AGM.

b) It shall be open to any member, Branch, Group, Affiliated Organisation or Committee or Council of the Association to move a resolution or make nominations (those moved or made by members require seconding by another member), provided that these be received by the Honorary Secretary not less than two weeks before the AGM.

c) An Agenda of business to be transacted at the AGM, the Annual Report of the Central Council, ballot papers where required and an Audited Statement of the financial position of the Association shall be forwarded to each member if they indicate that they wish to receive these items not less than one week before the date of the AGM.

d) Emergency resolutions may be accepted with the agreement of the AGM.

#### 17 Special General Meeting

A Special General Meeting shall be called for the purpose of considering any particular resolution (a) on the decision of the Central Council, or (b) at the request in writing of not less than 30 members setting forth the terms of the resolution for consideration. Not less than two weeks' notice of any Special General meeting must be sent to all members.

## 18 Procedures at the Meetings of the Association

- a) The Chair shall be taken by the Chair, or a Vice-Chair, or failing these, by a member elected by the meeting. The Chairperson shall on any question have a casting vote in addition to the vote to which s/he is otherwise entitled.
- b) At Annual General Meetings or Special General Meetings every member and one delegate from an affiliated organisation personally present at the meeting shall have a vote.
- c) Voting shall be by show of hands unless a ballot of members be approved in any particular case. A Postal Vote shall only be allowed if (a) a resolution has not obtained a three-quarters majority at a meeting, and (b) at least one quarter of those present at the meeting agree to a Postal Vote.

## 19 Affiliations

The Association may affiliate to other bodies. All such affiliations shall be approved each year by members at the Annual General Meeting.

## 20 Dissolution

In the event that the Association decides to dissolve itself the assets of the Association shall be passed to any organisation whose objects are consistent with the objects listed above.

## 21 Alteration to Rules

These rules or any of them can only be amended by a vote of two thirds of the members at the Annual General Meeting or Special General Meeting, after at least three weeks notice has been given.

Socialist Medical Association of Great Britain Constitution 1936

### SHA Standing Financial Instructions

1. The Hon Treasurer is responsible for the finances of the association. The Hon Treasurer will delegate the day to day administration to a named member of staff and report the name to the Central Council. The SHA bank accounts will be held at a bank decided by the Central Council. Until otherwise decided by them, this will be the Co-operative bank in Lewisham, being the most socially responsible bank available. The SHA will maintain a current account and a 30 day deposit account, or such other accounts as may be agreed by the Central Council.
2. The Central Council will agree the cheque signatories who will normally comprise the Directors, Chair, Secretary and Treasurer. Information available from the bank by telephone and over the Internet by means of a password will be accessible to the designated member of staff and the Treasurer.
3. The Hon Treasurer will normally countersign all cheques. Where this is not possible, a second signatory will countersign. No cheque signatory may sign a cheque payable to themselves.
4. Normally no transactions are made in cash.
5. The Central Council may appoint a named staff member to maintain a credit card in his own name which is used when appropriate for purchases which cannot be made by cheque.
6. The designated member of staff will maintain the accounts in a database, which is used to send out invoices. S/he will pay in cheques received (by post) and record the receipt of subscriptions and other payments made directly into the bank account. S/he prepares cheques and signs them in respect of bills received. The calculation of salary will be contracted out to CAS in Manchester. S/he will send out subscription reminders to members and affiliated organisations.
7. Officers and staff are expected to produce receipts for expenditure which they want reimbursed by the Association. Where possible purchases are made through the designated staff member. Second class rail travel is normally paid. In the event that journeys have to be made by car the SHA will reimburse at the rate of 25p per mile, and 10p per mile for each additional person carried. For use of a bicycle the SHA will pay £1 per day.
8. The financial year is the calendar year. The auditors are elected at the AGM which also receives the audited accounts.
9. The budget is prepared by the Hon. Treasurer and staff and agreed by Central Council. A report of any substantial variance from the budget should be made to the council.
10. Conferences and events are generally expected to meet their own costs. Our policy is that retired, unemployed and non waged members should normally pay a reduced charge. Branches are normally expected to raise money to meet their own costs but the Association centrally meets the costs of affiliation to the Labour Party nationally and regionally. Branches are encouraged to ask for financial support for specific activities rather than a general subvention.
11. All decisions taken by the Central Council concerning finance shall be recorded in their minutes.

12. These Standing Financial Orders may be varied by a vote at the Central Council.

**Legal and Political Note from SHA website :**

**Appendix E**

The SHA is an unincorporated voluntary association. Its not a charity or a company. We are affiliated to the Labour Party, the only political organisation prepared to entertain our agenda with any prospect of delivering it. But our members don't agree with everything the Party does. Nor are we entirely agreed what we mean by Socialism. We are also affiliated to:

The Objective of the SHA is:-

Promoting health and well-being through the application of socialist principles.

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We stand for:-

- Universal Healthcare meeting patients' needs, free at the point of use, funded by taxation
- Democracy based on freedom of information, election not selection and local decision making
- Equality based on equality of opportunity, affirmative action, and progressive taxation.

Our Strategy is:-

- Discuss and debate issues and views relevant to our objective, drawing on the depth of knowledge and experience within our membership and maintaining links with other organisations which have similar aims
- Develop policies based on the collective views of our members which promote cooperation rather than competition. Policies will reflect national differences and other context and will be agreed by the Central Council
- Promote and publicise these policies and campaign for the Labour Party (because at present only Labour offers the possibility of achieving our aims through the democratic process), and other organisations, to adopt these policies
- Hold a Labour government to account for delivery of agreed policies.

I in applying the strategy to our communications we should:-

- Respect the views of our members and the views of others who we invite to help us
- Offer all our members opportunities to contribute without discrimination or censorship (but with some editorial control)
- Deal with the merits of the policy or issue not with the person or organisation advocating it
- Be open to opinions and views which seek to challenge and develop our established position
- Look for consensus but not for unanimity

- Draw clear a distinction between what is our agreed policy or position and what is not
- Offer a facility on our web site accessible only by members for appropriate discussions.

We should not:-

- Use language which is offensive or disparaging or denigrate individuals or allege motivation to others
- Offer support to organisations which do not share our views (CC to determine if unclear)
- Confuse personal views with the agreed position of the SHA
- Promote views from organisations (or people) who oppose our aims or policies ( that does not mean we should not publish them or draw attention to them)
- Publish material from other organisations without making clear it does not represent SHA views or policies.

The above applies to those who communicate officially on behalf of the SHA in England or CC members who might be thought of as communicating on behalf of the SHA.

We will appoint an Editorial Board to ensure consistency and to consider periodically if our communications strategy remains appropriate. In particular this will cover the content of the web site and any other social media communications (but not Socialism and Health or routine administrative communications).

The Editorial Board will be made up of five members appointed by the Central Council. It will take over from the sub group the work on redesign of the web site.

The Board will:-

- arbitrate on any disagreement over what the communications policy requires
- withdraw a member's access to post on the web site in extreme cases and after due warning
- provide advice to the Director about possible web site posts offered by non members
- offer advice to contributors on more effective communication
- consider any complaints about any SHA communications (and request action if necessary)
- remove from our web site any material they consider inappropriate

- request deletion of any SHA related tweet or Facebook entry (or similar) they consider inappropriate
- request changes to any material that has been posted on the web site
- offer the Officers and CC advice and suggestions about the effectiveness of communications and media.
- work with the Director and Officers on the structure and design of the web site.

The Board will meet as required and be authorised to make majority decisions via email. It will be accountable to the Central Council and between meetings to the officers of the association. It will present a report to the AGM and may report periodically to ordinary meetings.

This policy applies primarily to England and Wales. SHA Scotland runs its own on-line presence.

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