

## Minutes of SHA Central Council meeting by Zoom 1.8.20

At the beginning of the meeting, the Chair announced that the new CC had 32 delegates, and as 2 were absent, 30 members were eligible and present to vote. This is relevant if the voting figures are checked; they do not always add up. 31 voted on occasion, and 2 names have been missed from the following list of 28.

**Present:** 3 Officers Chair Brian Fisher (BF), Secretary Jean Hardiman Smith (JHS) and Treasurer Irene Leonard (IL), 2 from Wales (Alison Scouller (AS) and Tony Beddow (TB)), 2 from Scotland (Katrina Murray (KM) and Hazel Brodie (HB)), 5 W Midlands delegates Gurinder Josan Singh (GJS), Parbinder Kair (PK), Paramjit Randhara (PR), Peter Mayer (PM) and Steve Bedser (SB). Other delegates directly elected were Gillian Black (GB)(replacement), Martin Brooks (MB), Laurence Cotter (LC) (replacement), Terry Day (TD), Rizwan Jahl (RJ), Tony Jewell (TJ), Coral Jones (CJ), John Kennedy (JK) (replacement), Mark Ladbrooke (ML), Jane Roberts (JR), Alex Scott Samuel (ASS), Jabu Nabu-Hartley (JNH), Mike Roberts (MR) (replacement), Kathrin Thomas (KT), Steve Watkins (SW), and Judith Varley (JV)

**Apologies:** Joe McManners and Carol Ackroyd

The meeting opened with discussion about what was, and what was not, constitutional. This included 'Standing Orders', part of the Clarke commissioned Report which had been rejected by CC in 2014 as some parts were thought not fit for purpose, others needed updating. The recommendations of the Report are currently being reviewed.

### Minutes of the last meeting were noted

JR requested the Financial Report should be moved up the Agenda, and CJ moved it became item 4. BF insisted the agenda order remain but committed to discussing the Report. TB objected to this as an unconstitutional meeting and would like to see a vote on Coral's suggestion. PK supported the original order. A further comment was that this was a short meeting and a huge agenda.

BF moved to **vote 1**. With friendly amendments from IL and TB, the motion was: **"The SHA as a whole agrees that we should waive breaches of our Constitution and thereby treat individuals in this case who were not properly elected as if they were properly elected."**

29 voted. The vote was to continue with the current (new) CC; 11 in favour of the waiver, 17 against, 1 abstention

### Vote 2 That CC approves the Financial Instructions

30 voted 18 for, 11 against, which became 12 against as 1 delegate complained she had been unable to cast her vote. Consequently, CC approved these financial arrangements.

### Vote 3 : That CC approve the Standing Orders

**31 voted**, 19 for, 12 against. Consequently, the motion was agreed.

## **9 The Treasurer's Report.**

BF announced a vote: **That CC accept the Treasurer's Report.** He asked if delegates would agree to extend the meeting by 20 minutes. This was not agreed.

**Vote 4 Acceptance of the Treasurer's Report 31 voted** 15 for acceptance 16 against.

BF will be happy to work with IL to improve the report. He will work to correct the irregularities. We will look at our database. He is not against an SGM.

**The meeting was then closed**

## NOTES OF THE MEETING

ASS commented on inaccuracies in the Minutes. The motion proposed for SocSoc was incorrect. We should move to elect a representative in the next 2 weeks not months, and we need to confirm with SocSoc that our elected delegate can attend meetings. Also, ASS said that he only spoke once at the previous meeting saying that half of the CC members were outside the constitution because of the general election and other current issues which had caused the officers with agreement of officers, VCs and CC to have branch AGMs at times outwith the constitutional window. ML reminded us that the unconstitutional branch elections had resulted in about half CC delegates being outside the deadline because the General Election had been called.

IL said the validity of the agenda was being questioned and members need not accept the situation as programmed. JHS (?) said as branch elections had been challenged, legal advice was sought and was that actions had to be constitutional. Further heated comments about the order of the agenda and what was, and what was not, within the constitutional rules followed.

BF outlined the report on the investigation, saying the outcome was inevitable once the facts were known. Actions taken by Officers were constitutional.

AS said the report was not being discussed openly between the delegates present in the meeting. We need debate, and to hear members' views democratically. IL commented the meeting was a Chair's address, not a CC meeting. CJ agreed that as there was no open discussion about any of the motions, it didn't constitute a meeting. ASS suggested we reject the report in item 2. ML commented that no-one has been invited to contribute, even though members were clearly angry and expressing their anger disruptively as a result. JHS intervened and asked for the meeting to come to order. Concerning the Waiver, BF claimed he was not stopping the discussion, he wanted a debate on the waiver. The solicitor had advised CC could remove, advise about, or reject delegates. Should the SHA be allowed to decide to waive the rules, explicitly in this case concerning membership of CC? TB said this was a question, not a proposition and BF asked if we should treat delegates who were not properly elected as if they had been. TB said that notice had been served by almost 60 members calling for an SGM. The Constitution does not require anyone to judge timelines; notice of an SGM has been served. GJS asked for delegates to take note of raised hands to stop continuous interjections and noisy chaos. SW said he would like to get back on course. He would vote for a waiver. The situation is arguable, and he didn't like the wording of the waiver BF requested contributions to be limited to 1 minute. SB asked for the waiver to be moved to item 2 so the disenfranchisement could be included. The Constitution allows for unusual windows currently. He had not received notification of the changed timing of the branch elections and if the waiver was accepted, the lack of notification should be noted. BF restated his request for 1 min contributions only. Andy Thompson said the legal advice was not published, and considerable latitude is allowed to Officers including that outside official windows so long as they were not acting capriciously, illogically or unfairly. BF and JHS were now being capricious, illogical, and unfair. The meeting then became noisy again with many interjections. CJ said we needed a vote today; there was a conflict of interest between those elected and those dismissed and no agreement about the excluded delegates, including those excluded just because their subscriptions were late. The Chair should be chairing the meeting, not be partisan. ML challenged the meeting continuation as so many members have raised objections and GJS moved a vote on the challenge. IL commented that the

meeting was neither properly constituted nor managed, then ML challenged the Chair, and CJ supported his challenge. GJS said as meeting host he had no blue hand but wanted to know where the relevant information was in the Constitution. JHS said no Chair should be subjected to this unseemly conduct. BF asked for a vote and CJ said we had to take the vote about the challenge to the Chair, otherwise members were just being ignored and ASS said the vote of no confidence had precedence. PK asked for everyone to be muted.

BF moved to **vote 1**. With friendly amendments from IL and TB, the motion was: **“The SHA as a whole agrees that we should waive breaches of our Constitution and thereby treat individuals in this case who were not properly elected as if they were properly elected.”**

29 voted. The vote was to continue with the current (new) CC; 11 in favour of the waiver, 17 against, 1 abstention.

BF said there was little about finance in the constitution. All cheques should be signed by 2 authorised officers but while control was with the Treasurer, this had to be in line with the constitution, and standing orders (2008). SFIs will make the position clearer. He would take comments specifically on SFIs. Rebecca Smyth asked why she hadn't been allowed to vote; there were 66 members in the meeting, but only 29 allowed to vote. It was explained that only CC delegates could vote. AS complained that she didn't get to register her vote in time. SB said her vote would not have changed the situation since 17 were against reversion, 12 for the new and 1 abstention. JK said he would have liked the motion to be read out clearly as it had changed 3 times from the start (thereby creating ambiguity).

BF repeated the motion. Everybody has voted who could vote, so the decision stands.

**4 Financial Instructions.** BF invited comments. SW asked when we would deal with the challenge to the Chair as Brian had promised to do after the waiver issue. About finances, the Treasurer should have complete control, and he was not impressed that she had none over the PayPal account; it should be impossible for PayPal to operate without the Treasurer's oversight. JR said she supported the Financial Instruments; they were overdue, not contentious, and unremarkable, and should take effect from August 1 with Officers agreeing to delegate the administration of these instructions. Any treasurer has ultimate responsibility but is not responsible for day to day activity and has access to all relevant information. Caroline Bedale objected; these matters should not be discussed now as they are matters for an AGM or SGM, and it was unconstitutional to change them at other times. BF asked why and Caroline explained that the SFIs change the Constitution. Such changes should only be discussed and changed at an AGM or SGM. CJ agreed with Caroline, and also stated that advance notice was required, and any change requires an AGM and SGM. The privacy policy had nothing to say about the Treasurer not having access; every transaction should be seen by the Treasurer. The privacy policy could reflect the Treasurer's access. There is no contract for this administrator, no list of expenses, time spent, tasks completed, nothing recorded. ASS quoted paragraph 21 of the Constitution in support. Rules, or any information relating to them, can only be amended by a 2/3 majority vote at an AGM or SGM. Standing Orders are changes to the Constitution and can therefore only be discussed at an AGM or SGM. If any 2 Officers can order payments including fees and charges, this would allow the current irregularities to continue. BF said this is not a change of rules, but will help us to become more productive and efficient. Andy Thompson said that in his opinion, payments authorised by any 2 officers undermined the Treasurer's control. GDPR and

membership starts with the Treasurer accepting the membership subscription and completed application form. Therefore, only the Treasurer has the right to that information, NOT the administrator. The Treasurer alone should have access to the PayPal account. We should now go to an SGM; that is not an opinion but fact.

BF repeated that the constitution says that all cheques can be agreed by any 2 Officers. His contention was put to the vote for approval.

### **Vote 2 That CC approves the Financial Instructions**

30 voted 18 for, 11 against, which became 12 against as 1 delegate complained she had been unable to cast her vote. Consequently, CC approved these financial arrangements.

**5 Standing Orders.** CJ opened the discussion complaining that the amendments are not being discussed, just proceeding to the vote with no opportunities to influence them. Where and when will there be opportunity for discussion? BF replied that discussion could happen as we move forward and changes made appropriately. BF had received amendments from BG. One was that 2 out of 3 officers can make decisions. BF was happy to accept that even though it is implied in the SOs. The meeting should take no longer than 3 hours. TD complained that she had not received the e-mail and she'd had her hand up to speak for ages, been ignored and could not un-mute herself so in practice, she had no ability to communicate. BF apologised and said he had been trying to take blue hands in order. ASS complained that there had been a disgraceful breach of etiquette at the last vote reminding him of the situation under Martin Rathfelder who used to announce the voting figures as they happened thereby influencing those who had yet to vote. The SOs are a change in the Constitution. There had been an outrageous over-ruling of Standing Orders including that under these new rules, the Chair and Secretary can now take decisions which are solely the responsibility of the Treasurer. BF said in a face to face meeting everyone can see how the vote is going. SW expressed doubts about the amendments to Standing Orders, with no provision for discussion and challenge. Where the SOs and the Constitution is silent we should follow Citrine. BF agreed with that amendment. He was generally concerned about all these events. PM moved a vote on Standing Orders, which includes a statement that the Constitution takes priority and the Chair's preference in debate.

### **Vote 3 : That CC approve the Standing Orders**

**31 voted**, 19 for, 12 against. Consequently, the motion was agreed.

**9 The Treasurer's Report.** IL complained of her exclusion from the previous issues. She started with a statement. This is a sad day for the SHA. Unconstitutional matters had been introduced without authority and she now wanted to bring a resolution that the Treasurer's position has become untenable. Under Labour Party rules, the Treasurer has responsibility for financial matters, can be prosecuted and gaoled for irregularities, but as matters now stand in SHA, the Chair and Secretary can over-rule the Treasurer. For the meeting to continue, members are now asked to take responsibility without any authority, and completely against the founding principles of the SHA. She had accepted the role of Treasurer assuming she would have access to all the documentation necessary to support that position, but had soon found a hidden source of money which was inaccessible to her. Transactions have occurred in and out of the PayPal account with neither

authorisation nor accountability, a situation which is unacceptable. How data got into the database is not available. She had been denied access to procedures as to how SHA tracks and reviews members quoting GDPR regulations, and so there were still outstanding database problems. The website was accepting money for advertisements which we are hiding. In pursuing her enquiries, she had been bullied and stressed and had a chain of e-mails as supporting evidence. Her Report should have been open for discussion to everyone BEFORE the vote on Standing Orders.

JNH commented that there had been no vote on item 3. The BAME community of Oxford need a participating vote. She suggested we need to revisit this whole meeting; she hadn't understood the motions and was very concerned about what was happening in BAME minority communities with respect to Covid etc. There is little representation of BAME people in the health system. BF said the SHA will be moving forward on Race and Racism and he hoped that Jabu would be involved with that.

He had major concerns about the opening and closing balances and also expenses. He complained there was nothing in her Report about income, no monitoring of the budget despite the budget having been presented at the last AGM. The Report was not acceptable as a strategic report on finances. It is unacceptable as a financial report. He had expected an annual budget and expenses to be available at every meeting. He also had concerns about non financial matters on p2, the PayPal account, GDPR and advertising policy. The Treasurer had offered no solutions, no suggestion as to how GDPR could be managed. The Treasurer should have produced a policy. There was a lack of evidence, so there were allegations without supporting evidence. Who are the current signatories? IL did not answer. If ASS is still responsible this amounted to a dereliction of duty, and he then alleged this was an unconstitutional attempt to retain control by the previous Chair. He asked that CC reject the Treasurer's report.:

BF announced a vote: **That CC accept the Treasurer's Report.** He asked if delegates would agree to extend the meeting by 20 minutes. This was not agreed.

**Vote 4 Acceptance of the Treasurer's Report 31 voted** 15 for acceptance 16 against.

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