

Socialist Health Association

Minutes of Central Council Meeting by Zoom 12/12/2020, 10.30 – 12.30

Present:

Chair: Brian Fisher (BF); Secretary: Jean Hardiman Smith (JHS); Tony Beddow (TB); Steve Bedser (SB); Gillian Black (GB); Martin Brooks (MB), Treasurer; Lawrence Cotter (LC); Patrick French (PF); Brian Gibbons (BG); Catharine Grundy-Glew (CG-G); Rizwan Jalil (RJ); Tony Jewell (TJ); Coral Jones (CJ); Gurinder Josan (GJ); Parbinder Kaur (PK); Mark Ladbrooke (ML); Peter Mayer (PM); Joe McManners (JM); Katrina Murray (KM); Paramjit Randhawa (PR); Geof Rayner (GR); Mike Roberts (MR); Alex Scott-Samuel (ASS); Alison Scouller (AS); Judith Varley (JV); Stephen Watkins (SW); James Williamson (JW)

Also present: Ken Smith (administrator) and 16 other SHA members

Apologies from: Carol Ackroyd; Terry Day

Other Central Council members not present: Hazel Brodie, John Kennedy, Jabu Nala-Hartley

Meeting opened with 30 seconds of silence for those who have died in during the Covid-19 pandemic.

Chair, Brian Fisher (BF) welcomed CC members and other members. He reminded Central Council (CC) members to complete Declaration of Interest forms. He called for respectful language at all times. There were a number of "Points of Order" in the Chat.

1. Alex Scott-Samuel (ASS) asked that agenda item 10 should be struck off agenda on the basis of behaviour, ASS believed to bring the SHA into disrepute. Supported by Coral Jones (CJ) and Alison Scouller (AS). BF ruled that the motion was in order as it dealt exclusively with the process that was followed at the Central Council meeting of 19 January 2019.
2. Brian Gibbons (BG) proposed item 14 on the SGM should be moved up agenda. BF rejected the request, on grounds CC would get to item.
3. Alison Scouller (AS) had asked for a further motion to be added to the Agenda, posted into "the Chat". She had tried to include prior to meeting but was "out of time". Motion read: "This Central Council agrees that the national elections of officers and directly elected Central Council members in February March 2021 will be overseen and run by Electoral Reform Society". It was seconded by CJ. BF would consider proposal on another occasion.

4. Mike Roberts (MR) asked that CC should clarify if a vote taken at this meeting was valid if not done using Anonyvoter. Gurinder Singh (GS) pointed out that the LP Guidelines relate to CLPs and branches and do not apply to TU and affiliated bodies. BF said SHA branches will be using Anonyvoter for branch AGMs.

AGENDA ITEM 1: Minutes of the last meeting 30/09/2020

**Tony Jewell (TJ) proposed Central Council agree these as a correct record.
Seconded by Peter Mayer (PM).**

Alison Scouller (AS) objected to the minutes: under Vote 9 allegations are made about ASS which are inappropriate. Minutes should reflect decisions made at meeting not other chat, thoughts, emotions etc. If meeting doesn't agree she wanted her objection to be minuted.

Gillian Black (GB) sent a message that the minutes should stand. BF thanked AS for comments. It was difficult incident and the behaviour was disrespectful and should be minuted. The minutes don't go into the incident word for word but summarise the event. BF called for the vote.

BF checked that everybody had received a vote. AS and ASS indicated that they had not yet received the vote email. BF asked that if anybody had not received the vote email, please indicate using the "blue hand". Judith Varley (JV) put a message in the chat. BF asked if she had received the email, and she said no, but she was voting against the accuracy of the "abbreviated minutes".

BF asked that her vote in the chat be taken into account.

VOTE 1 Central Council (CC) agrees the minutes as an accurate record.

Motion carried: For: 18; Against: 6; Abstentions 2

Total voted: 26 (including vote in Chat)

AGENDA ITEM 2: Matters arising not on the agenda

There were none.

AGENDA ITEM 3: That CC notes the Chair's report

BF invited comments and questions on his report. AS asked BF to explain the arrangement described under the item "The Co-op Bank", that Jean Hardiman Smith, secretary has access to information but not any expenditure facility. BF clarified that Jean is a signatory on the bank account, but she cannot authorise expenditure to

prevent any conflict of interest. Two people who can agree expenditure are BF, Chair, and Martin Brooks, Treasurer.

AGENDA ITEM 4: That CC notes the Secretary's report

There were no queries.

AGENDA ITEM 5: That CC notes the Administrator's report

Coral Jones asked what the administrator's role is in branch elections. She understood that his work was to send out up-to-date membership list, but it would be for branches to run their own AGMs ie the administrator doesn't have to be involved. BF clarified, that Ken doesn't have to be involved, but because branches are using Anonymvoter, he is available to branches should they need his help. The aim is to make this as easy and smooth as possible for branches.

BG asked whether SHA might end up with 4 separate accounts: the Co-op Bank current account, the Co-op Bank saving account, Pay Pal and Stripe? He felt that there were enough problems with existing set up. If we are opening account, how are we are going to rationalise e.g. closing PayPal? BF asked Martin Brooks to respond to this in his report.

AGENDA ITEM 6: That CC agree the report from the website group. That the proposed expenditure be considered in the finance report

Proposed: Peter Mayer (PM), Seconded: Tony Jewell

Discussion

BF asked CC to come to an agreement on the report itself. Any queries regarding costs should be taken under Martin Brooks' finance report.

BG noted the concern about some of the paid content on current website, and whether the new website will continue to facilitate this content or will CC take decision that this content should not exist.

BF explained that the website group propose that there is a more sophisticated area for members. Part of plan is to archive the large number of articles. Central Council should be aware that this will require commitment and work from all CC members. BF thanked the website group for their work, it had been a positive experience and he commended the report before moving to a vote.

BF checked twice if everybody had received the vote email. JV confirmed she had put her vote in the chat. BF asked AS and ASS to let him know if vote email not received.

VOTE 2: CC agrees the report from the website group, but not agreeing amount of expenditure.

Motion carried: For: 21; Against: 1; Abstain: 3.

Total votes: 25 (including one vote in the chat)

AGENDA ITEM 7: That the CC agree the report on the guest blogs

Proposed: Tony Jewell (TJ), Seconded: Peter Mayer (PM)

BF drew CC members attention to the recommended policy (pp2 -3 of paper).

POLICY RECOMMENDED BY THE OFFICERS

- All future SHA sponsored blogs should be thoroughly screened including all hyperlinks
- screening should be by the Officers. Any edge cases to be reviewed by one person elected by CC
- No sponsored blogs should be visible when searching the site
- Guest blogs should not be viewable by casual users of the SHA website
- The current more egregious blogs (usually agreed years ago) should be taken down and reactions from companies monitored. If recompense is required, we pay.
- No blogs should be accepted recommending the following:
 - private health services in the UK
 - plastic surgery anywhere
 - smoking, alcohol, unhealthy substances
 - gambling, casino
 - adult links or content
 - Pay Day loans content
- The Treasurer will explore alternative sources of income to enable us to eliminate dependency on guest blogs
- We shall develop a mechanism to complain if the screening process has been breached.

Discussion and questions

TJ proposed accepting these recommendations. As BG had previously suggested under Item 6, revising the website presents an opportunity to screen out undesirable content. Sudden withdrawal of all sponsored blogs might leave SHA liable to claims.

BG asked if previous administrator had passed on contracts signed with 3rd parties. Please clarify if contracts exist. If contracts don't exist CC note the omission. Pro

tem, useful for CC to receive a brief audit of postings. BF replied there are no formal contracts, but doesn't mean there isn't a contract in law. Agreed to a short item at each CC to review and keep track of postings.

AS wanted to clarify proposals we are voting on. She queried whether £4k currently comes from adverts.

BF clarified that the vote is on the Policy recommended by the officers [see above]. SHA currently receives £9k of income from paid content. £4k is in the forward budget to reflect that in excluding more content, we will receive less income.

MR felt it was difficult without a legal view to move from where we are now to where want to be – without blogs. Maybe Society of Labour Lawyers can assist.

There were no further comments, BF then moved to the vote.

BF checked that all CC members had received email vote and asked AS to let him know when vote received and for JV to let BF know when you have put your vote in.

Chair checked again that all CC members had received the vote – no indication that vote had not been received

VOTE 3: That CC agrees report and officers' recommendations on sponsored blogs

Motion to agree report and officers recommendations carried:

For: 21; Against: 2; Abstain: 3

26 votes (Including JV vote)

AGENDA ITEM 8: That CC agree the finance report and budget

BF had agreed with Martin Brooks (MB) that the discussion should be split into 2 items: a) Finance report to end November 2020; and b) draft Budget 2021.

8 a) That CC agree the finance report

Proposed: Peter Mayer (PM), Seconded: Catharine Grundy-Glew (CG-G)

MB explained he was presenting accounts for the year up to 31 November 2020 and although not a full year, had put in the accounts from the previous year 2019 for comparison. He drew CC members to the following points on the two balance sheets

- In 2020 we are likely to end with a surplus of £10,000 by year end (see points below). 2019 was a particularly bad year for the SHA. Loss of over £6,500 (TU affiliations) which was not remedied. In 2019 only income apart from members' subscriptions was income from web adverts.

- The move from physical to zoom meetings in 2020 has saved a significant sum. 2019 SHA spent over £7,000 on expenses, largely CC members expenses in attending CC meetings. This year (2020) £1,735 on members expenses, mainly cost of AGM in March 2020 (a physical event).
- Modest increase in membership subscriptions in this year so far.
- No balances now held in PayPal. PayPal only used for income.
- Higher admin costs this year: a) upgrade to a paid MailChimp because of the increased volume and frequency of all members emails; and b) refunds of £225 in members subscriptions were posted to admin costs – in future this expenditure will be itemised separately. This illustrates a wider problem, that the categories in our accounts are no longer suitable for our business. The independent auditor has recommended we have proper accounting package, for better understanding of accounts.
- A period of several months when officers didn't have access to bank accounts. This was beyond what is normal in transferring signatories and impeded by a lack of good will on part of former signatories. Led to delays in making payments: only in past 2 weeks has it been possible to make payment to CC members for expenses incurred at the March AGM. Led to other irregularities some of the type mentioned in the independent auditor's report. These we are addressing or should be addressed.

MB said he needed to report two incidents to Central Council:

- 1) Former Treasurer may have accessed SHA bank accounts at a time when she was neither the Treasurer or a member of association, and made a payment for which she has not been able to provide documentation, which MB has requested. He qualified that the payment is probably genuine but no documentation to show that. MB is following up with payees.
- 2) Former Chair destroyed 2 books of cheques belonging to SHA. He did so without keeping a record of which cheques used, and which cheques unused.

Clear a breach of the trust placed in officers and CC members by the organisation. Officers need to have a further look at.

MB responding to financial points raised under other items already discussed:

- In response to BG query (Agenda Item 5). Adding a Stripe account would not be a concern if we have proper access and transparency. Our systems should enable members to do their business with the SHA as easily as possible.
- A number of problems with PayPal. Only one individual can access and it's difficult for someone else to review easily; PayPal takes a commission charge.

- MB said that before next meeting, officers will look at possibility of using Stripe. And ensure greater transparency in accounting for the money paid in. CC now have assurance that PayPal being used only for income.

Discussion

AS and BG asked for clarification on what under discussion. BF clarified that the draft budget 2021 would be discussed as a separate item as outlined at the beginning of this Agenda item. AS objected to reference being made to the independent auditor's report which had not yet been discussed. BF noted this.

TB raised 4 points relating to the draft budget. BF reiterated that the current item under discussion was MB's spreadsheet and report, the next item for discussion would be draft budget [item 8b)] , and the third on the independent auditor's report [item 9 on Agenda].

TB raised queries on the definition of a budget and where responsibility for financial decisions lies. BF clarified again that this should be discussed under item 8b).

TB strongly disputed that lack of goodwill led to delays in transferring signatories. In two separate interventions, TB pointed to the work undertaken by previous signatories and officers. TB's account of events linked delays in transfer of signatories, to an SGM having been called challenging the Chair and Secretary. The previous signatories were doing the work to keep the organisation going. An SGM would have been a way out of that, although now it is probably obsolete. TB noted that the Secretary was unwilling to take on responsibility of being a signatory – TB asked for these arrangements to be minuted. He reminded MB that previous Treasurers had faced problems, although he acknowledged that MB's report seemed to indicate that he understood the problems and the changes required. TB invited Treasurer to withdraw his comment on lack of goodwill immediately.

ASS characterised the Treasurer and his report as "factional". ASS own account was that the loss of union funding was down to a personal bias from one Unison rep and that he, ASS, and vice chairs had tried hard to restore funding. He strongly rejected MB's comments regarding his and Irene Leonard's (former Treasurer) actions and said they were slanderous and without evidence. ASS said he had been "harassed" to stop being a signatory, and when he finally did so, that is he disposed of security key and all other material relating to being a signatory, to then call that a serious offence was outrageous. He called for Chair to remove MB from SHA membership because of this personal attack. He fully agreed with TB's account and asked MB to withdraw these comments immediately.

In responding, Treasurer, MB stood fully by his comment: if there had been goodwill, matters relating to bank account would have been addressed in a timely manner, clear there was lack of goodwill. The two incidents drawn to CC attention demonstrate a lack of commitment to this organisation and the way it functions. These issues reported to the meeting are a matter of fact, not slander, as evidenced by email exchange between MB and ASS. Re destroyed controlled stationary, no record of the numbers of the cheques issued or destroyed. Not an acceptable situation for any signatory or cheque book holder to be in. He could make email exchanges available.

BF in response to TB comments on work of previous officers said he appreciated the extra work was put in, required by a series of Treasurer resignations. Re ASS accusation of slander, if further clarification of facts needs to be made, may have to make emails available outside of this meeting.

CJ made further points: if only one person can be administrator for PayPal, then it needs to be changed to an officer. She queried why SHA could not have a Direct Debit system as some other organisations. She asked why the administrator paid £1000 pcm had not set one up. She re-stated her view (see minutes of 30/09/2000) on the process of appointment of the administrator, that admin costs should be included in a contractor's fee, and paid on the submission of invoices and monitoring. She said this seemed completely out of order after 2.5 years. She was "not criticising Ken as such" [Ken Smith, Administrator] and "this was not a personal attack."

BF replied that, as answered at a previous CC meeting, there is a contract between administrator and the SHA. This is a formal arrangement and KS is a contractor. BF happy to circulate the contract. BF has regular meetings with KS to discuss his work and performance.

GJ thanked MB for the report, clear monitoring showing individual lines of income and expenditure, and this is what CC should expect. He had criticised the previous Treasurer's report CC received, August 2020. In this there had been no reference to income or comparison with the previous year. CC had agreed with that criticism and rejected the report. MB had raised pertinent points: if someone destroyed cheque books CC should know about it. There might be a rationale, there might not be.

Katrina Murray (KM) had been concerned by the last Treasurer's report in August that made unsupported allegations. This report represented a more professional approach. She agreed we needed a better way to collect membership subscriptions, but PayPal cannot be closed until a satisfactory alternative. She thanked MB, this was not an easy role with a difficult history behind it.

MB replying to new points made above:

- He was unclear why CC had not pursued the direct debit route. Neither had other niche organisations. He will look into it further.
- Changing the name of account holder on PayPal is difficult, and as our use of PayPal is under review, he will report back on Pay Pal, Stripe and Direct Debits.
- Payment for administrator is now coming out of our current account. Paid on receipt of an invoice for the work done.

BF asked for vote to be taken.

BF checked that AS had received email. Several checks (4) whether vote email had been received, Also checked with ASS and invited JV to vote in chat.

VOTE 4: CC agrees the finance report

Motion carried: For: 20; Against: 5: Abstentions: 1

26 votes cast. **JV said she was unable to vote on this item**

*BF asked if that result included a vote from JV. GJ reported that JV said in chat that she has lost sound so doesn't know what she is voting for. **BF asked minutes to record she was unable to vote on this item.***

8.2 That CC agree the draft budget

Proposed: P Mayer; Seconded: Paramjit Randhawa(PR)

Martin Brooks (MB) introduced a draft budget for 2021. Final budget should come to the next CC meeting. There are some issues that need to be resolved before we have final budget. He drew CC attention to the working assumptions made on income:

- A modest increase of 10% in subscriptions, currently 817 fully paid members, 368 reduced fee members. Have also factored in that we are trying to move away from PayPal so we get more subscription and lose less in commission.
- Possible increase from affiliations. £3000, largely relates to £2500 from Unite affiliation fee. If able to increase TU affiliations, then that might be an increase during the year.
- Web income – have applied a reduction from this source as previously discussed

Estimated £30,000 income per year.

On Expenditure:

- No expenditure yet included for live meetings of Central Council. This requires further discussion: live meetings are unlikely to be re-instituted immediately. If there was a decision to re-institute live meetings, MB's view is that would inevitably lead to us needing to substantially increase membership subs.
- Costs of administrator as already discussed.
- Admin costs as previous years.
- Campaigns. Have recommended £3,000 earmarked for a social care campaign, subject to further discussion and agreement.
- Similarly on website, a proposal of £3000 spend, plus a £1000 donation offered towards the project. Need to update the website: it would have positive impact including possibly increasing subscriptions.
- Conference expenses, estimate includes an amount for possibility of a "physical" LP Conference.
- Affiliation fees. MB is not suggesting any change in paying from national budget for affiliation fees to the Scottish LP, Welsh LP or Regional Labour Parties. However, if branches want to send delegates from SHA Branch to a CLP, it's probably best if responsibility for that affiliation fee should lie with the Branch. At present some branches take responsibility others don't.

Questions and discussion

Catharine Grundy-Glew (CG-G) said that given loss of funds from guest blogs, we need to look at all suggestions for making savings, increasing efficiency and boosting our income. We can't keep going back over previous financial issues or personal issues. Zooms do not disenfranchise but enable greater involvement and democracy. Maybe have one meeting-in-person per year, a conference combined with an AGM?

BG pleased that amount for social care campaign is an indicative sum. £3K is 10% of our income. We must consider this expenditure carefully. Fully support the campaign, but need to know what our contribution is going to do, and what other organisations contributing. BF replied that £3k had been suggested to support a campaign co-ordinator. Other possible contributors KONP, GMB.

TB raised the following points:

- Not clear what MB assuming a) the number of members. And b) average fee.
- What other campaigns for the balance of money, and what proportion local or national campaigns?
- Want to have it clear and minuted re affiliation fees. Only talking about branch affiliation fees to CLPs. Not affiliation fees for Scotland and Wales to respective LPs or attendance at those conferences – funded from central pot. Asked MB to reaffirm what he's already said.

- Contingency fund a bit low, possible turbulence churn in membership.
- Loss of TU funds. If TU walk away to support a member who had done what former Director had done, that more a comment on them than on SHA
- Put CC on warning, that he would be paying attention to whenever this body seeks to “sell out” out its values for money.

Re Budget Process Paper:

- TB did not agree that control in hands of administrator. Budgetary control in hands of Treasurer, though administrator has to stay within approved limit.
- TB’s definition of a budget – A financial representation of an agreed plan of action for a defined period of time. TB asked whether officers agreed that agreement for the plan should be reached in CC?

GB called for a vote. BF accepted and asked that ballots be emailed out.

BF checked with AS and ASS they had received ballot emails. He said he hoped JV had contributed

VOTE 5: CC agrees the draft budget

Motion carried: For: 19; Against: 7: No abstentions

26 votes cast (JV had not voted in the chat)

BF suggested the meeting continue.

AGENDA ITEM 9: That CC agree the report from the independent auditor

MB commended the report and conclusions. It was a helpful piece of work. Recommendations in 4.8 are either being implemented or in process of being addressed.

AS wanted to raise a point in the chat. BF asked if it related to this item? He thought AS indicated this was not the case

BF asked that the vote be emailed out.

GJ informed BF that AS had indicated in chat she wanted to speak on this item. BF pointed out in middle of a vote already.

BF checked if AS had received the email x3. No reply. If you haven’t received your email, please record it in the chat. As would like to get on to next item.

Message from JV, she has no sound, GJ had told her what the vote is on

Repeat request to AS to put vote in chat x3 . Has AS voted?

VOTE 6: CC agrees the report from the independent auditor

Motion carried: For: 14; Against 5; Abstain: 1

20 votes cast.

AS said she had voted. But as chair of SHA Cymru, she wanted to point out that this was not how SHA Cymru meetings are conducted. She had asked to speak on this item, as had Mark Ladbroke, and BF had not allowed either herself or ML to speak, saying that our raised hands were related to the previous item. She described this as disingenuous and did not accept an apology. BF apologised for not understanding what AS was indicating.

AGENDA ITEM 10: Central Council notes the Central Council meeting held on 19/01/2019 took a decision pertaining to clause 5d. of the SHA constitution. Central Council notes the severe inconsistencies, deviation from due process and premature and prejudicial treatment as recorded in the minutes of the said meeting as published on the SHA website. Central Council agrees the decision taken at the Central Council meeting of 19/01/2019 is not competent to stand and to reverse the decision

Proposed: Gurinder Josan (CJ) ; Seconded: Gillian Black (GB)

BF explained that this motion is about constitutionality of Martin Rathfelder's expulsion; not about his behaviour, the rights and wrongs of the process that went on in sacking him. It's exclusively about the process that went on in the CC meeting of 19/01/2019.

GS in proposing the motion said that the emergency motion of expulsion was quite clear, decision made was pertaining to Clause 5d of constitution. But motion under discussion today questions the process followed to do this. The process for expelling a member is not laid down in constitution, but there are norms that apply to emergency motions: including in Citrine and in SHA Standing Orders. These were not followed. Referring to agenda and minutes of SHA CC, 19 01 2019 (on SHA website). GS drew attention to following:

- There is no record of Chair mentioning an emergency item at the beginning of the meeting, or of calling for any emergency items, or a statement that an emergency motion /item would be discussed at the end of the meeting.
- Minutes of the Chair's verbal report says "Agreement has been reached with the former Director, Martin Rathfelder and his representative, so the matter ends there." If "the matter ends there", why was further sanction taken? This is against the principle of natural justice if you punish someone for something, you cannot punish them again. With regards this new penalty, MR was not allowed to contest.

- This process is also premature. The same minutes say the disciplinary process is incomplete “A 28 day period for settlement is underway”.
- No detail as why the motion taken was an emergency motion and why it had to be taken at this point. Or why it could not be taken at a next CC meeting, when it could be an agenda item.

GS concluded that this was a clear failure of process.

Steve Watkins (SW) opposing the motion said that, had the motion under discussion been about Martin’s reinstatement he would have supported it as Martin ‘s expulsion was misconceived and unfair. However, more due process had been followed in this case than that applied to Irene Leonard (IL). If CC set aside the process for Martin Rathfelder, CC should set aside the process for IL. No basis for this motion.

GB pointed out there are two separate processes the one to expel someone, or where someone fails to conform to the Constitution and removes themselves from membership which is what was applied to the former Treasurer.

Steve Bedser (SB) said he was at the meeting where decision was taken. This item was introduced at tail end of meeting after many people had left unaware there was another item of important business. SB supported the motion.

BF called for votes to be emailed to CC members.

BF checked whether AS had received email? He asked twice that if not please vote in chat.

Vote 7: Central Council notes the Central Council meeting held on 19/01/2019 took a decision pertaining to clause 5d. of the SHA constitution. Central Council notes the severe inconsistencies, deviation from due process and premature and prejudicial treatment as recorded in the minutes of the said meeting as published on the SHA website. Central Council agrees the decision taken at the Central Council meeting of 19/01/2019 is not competent to stand and to reverse the decision

Motion carried: For: 16; Against: 9; Abstain: 2

27 votes cast including a vote from JV.

BF Thanked CC members and other members attending, sent Seasons Greetings to all members.

Meeting was then closed.