



Council Meeting on Saturday 27th March 2021 - information & support

Notes on the two types of Club meetings

Council Meetings

The Council usually meets twice a year, but additional meetings can be called by the Executive Committee (EC). The EC must call a Council Meeting if it receives a request to do so from no less than four Council Members each acting with the approval of their Centre, Register or Branch (CRB) committee. The Council Members are representatives from the CRBs. Each CRB is entitled to nominate one officer or member of its duly elected committee to be a Council Member and attend Council Meetings as its representative and to vote at Council Meetings on its behalf.

The functions, powers and duties of the Council include:

- > representing to the EC the general views of Members,
- > establishing guidelines within which the EC shall act for the promotion, advancement, organisation and operation of the Club including financial and operational limits,
- > receiving and considering reports from the EC on finance and general Club matters,
- > generally to perform a supervisory function on behalf of Members,
- > carrying out any other functions given to it in the Articles or by General Meetings, including calling General Meetings.

The Council may appoint Committees of Council and may delegate any of its powers to committees consisting of two or more Council Members, Members of the Club or

Council Meeting on Saturday 27th March 2021 at 11am

The meeting will be an online meeting because of the Covid lockdown restrictions on physical meetings. This Council Meeting will follow the online meeting precedent used for the Club's Annual General Meeting held earlier this year.

Notice: <https://www.v8register.net/meeting/files/210304-calling-council-meeting-v9.pdf>

Agenda: <https://www.v8register.net/meeting/210327-council-meeting-agenda.htm>

Why has this Council Meeting been called?

In mid-January 2021 five Council Members became aware of an ongoing heavy handed disciplinary process at Club Office that had started at the beginning of December 2020. Those Council Members sent a joint email to the Club Chairman urging "the disciplinary process be halted with immediate effect and that urgent steps are taken to improve the professional management standards and restore staff morale". The Council Members did not receive a reply to their email from the Executive Committee and their call for the disciplinary process to halt was ignored.

The disciplinary investigation was of a misdemeanour by Ineke Sherman, who was running the Club's Online Shop and regalia sales. She entered the Club Office building when she should have been in quarantine at home (to comply with the UK Government's Covid guidelines at the time in December 2020) on returning from a very brief visit to the Netherlands.

Ineke says "on the 27th November 2020, I received a phone call that my mother in the Netherlands had only a maximum of 6 days to live. So I drove over on 28th and returned on 29th November to say farewell on her deathbed, with my worry and guilt that I needed to go back to work (from home) as soon as possible for the Christmas sales. I needed to instruct my colleagues as to what was pending and help them as much as I could from home as the General Manager had said I could not go into work at Club Office, as I needed to self-isolate at home after returning from the Netherlands. That was the only time I had contact with him during the whole period.

There were parcels to collect on the 3rd of December and a query where certain items were, so I went into Kimber House for 10 minutes (fully protected). When the General Manager found out that I had visited Kimber House, he sent an email to all the staff about his disappointment. The second time was

others as it thinks fit.

General Meetings

The MG Car Club holds a General Meeting each year as its Annual General Meeting, usually in October or November in addition to any other General Meetings held in that year. General Meetings of the Club can be held for business which is deemed special.

The Club's Articles of Association and Rules are available as downloads on the Club website.

Articles:

<https://www.mgcc.co.uk/wp-content/uploads/2013/07/MGCC-Articles-of-Association-2015-final-as-approved-at-EGM.pdf>

Rules:

<https://www.mgcc.co.uk/wp-content/uploads/2019/10/Update-rules-March-2019.pdf>

Why has a General Meeting also been requisitioned and why has it now been called and arranged by a group of Council Members?

For information on why the meeting has been called and the arrangements for that meeting, see the information at:

General Meeting:

<https://www.v8register.net/meeting/200417-general-meeting-index.htm>

Attempts have been made to resolve these difficulties through discussion with the Club Chairman

Recently three approaches have been made by a trained mediator to the Club Chairman to try and find a sensible resolution to these difficulties. So far those approaches have not made any meaningful progress. Earlier in January and February 2021 four "olive branch" approaches were made by the Club President and Vice Presidents, but with no engagement by the Club Chairman or fellow EC members.

The group of Council Members are doing all they can to avoid any reputational damage for the Club. They are acting within their democratic function and powers as

when I heard that a big order had arrived on the Friday 4th December, so I went into Kimber House after 6pm as I wanted to finish the 50 backlog orders before I left to travel to the Netherlands for the cremation on Sunday 6th December. When I heard the boxes were in on the 4th December, I emailed Luran Gallacher to say I will be in after work to collect them - I then saw her reply after I went in at 6pm that I was not allowed to do so. I prepared all those orders to be collected by Cherina Scarrott on Monday 7th December from my house as our son couldn't come with us. The cremation was on 8th December and on the 9th I received the invite to the disciplinary investigation meetings by email whilst I was still in the Netherlands." The disciplinary process was then carried out by an HR consultant engaged by the Club.

The disciplinary process then ground on with investigation meetings causing considerable mental stress for Ineke Sherman at a time when she was still grieving the loss of her mother (who passed away on the 1st December 2020) and also for Colin Grant, plus two other Kimber House staff members who were involved. But when four directors of the Club became aware they had in effect been kept in the dark over the disciplinary process, as it had been handled by a trio of Club officers, and that a final dismissal letter was about to be issued, they demanded an emergency Board meeting so they could obtain adequate information and discuss the case properly with all members of the EC, and vote on the issue of any dismissal and warning letters. That Board meeting was held at which the issue of the disciplinary letters to the members of staff was approved by a vote which was only passed with the Club Chairman using his casting vote. Ineke Sherman has since received a formal dismissal letter and Colin Grant a warning letter for not reporting Ineke had entered the building.

Ineke Sherman has since started a dismissal appeal and demanded the appeal be heard by an independent consultant and not the HR consultant that undertook the original disciplinary investigation that led to her dismissal. The Club has confirmed it has appointed an independent HR consultant to carry out the dismissal appeal. We understand Ineke has made a Subject Access Request (SAR) which is a written request to a company or organisation asking for copies of personal data and any other supplementary information that organisation holds about you. It is a legal right everyone in the UK has.

Serious concerns over the management and governance of the Club

Following the vote at the emergency Executive Committee meeting, three directors then resigned in protest at such a draconian decision and concern with the poor standards of governance of the Club. They felt that clearly experienced managers would have handled the disciplinary matter much better through discussion, a verbal warning and not in such a disproportionate way. Those three directors have subsequently sent a Joint Statement to all Council Members describing their serious concerns over the management and governance of the Club, not least the unsatisfactory handling of the disciplinary process.

Joint Statement:

<https://www.v8register.net/meeting/files/210227-joint-statement-by-3-former-directors.pdf>

The Question and Answer Sheet Issued by Club Office

This stated that disciplinary decisions were made at a meeting of the Executive Committee but that is

Council Members in accordance with the Club's Articles.

Posted: 210315

not correct, Ineke was telephoned by the Club Chairman prior to the emergency Executive Committee meeting and was told she would be dismissed the following week unless she resigned first which would enable her to receive a better reference.

If the Officers acted on professional HR advice how can they be criticised?

No one but the Officers has seen this advice or the statements on which it was based, and the resigning directors considered it very questionable, as stated above. Other HR professionals we have consulted consider it frankly bizarre that going into work, even against instructions, should be considered gross misconduct. In any event, the role of advisors is to advise and the inhumane decision to sack Ineke was taken by the Executive Committee at the emergency Executive Committee meeting, only with the chairman using his casting vote.

As the decision was taken by the Executive Committee why is this poor governance?

A wise group of officers, faced with opposition to a proposal by half the Executive Committee would take some time to consider their position further, but the Chairman pushed through the decision using his casting vote.

Call for a Council Meeting by seven Council Members

When the more serious concerns emerged over the management of the Club and its governance, the group of Council Members issued a formal call for a Council Meeting to the Executive Committee on 16th February 2021 and, in parallel, also a requisition for a General Meeting to the Executive Committee. With no reply from the Executive Committee to either, two reminders were sent but again with no reply from the Executive Committee. So on 4th March 2021 the group of Council Members issued a formal letter to the Executive Committee confirming that with their failure to make a reply, the Council Members would themselves arrange for the Council Meeting to be held on Saturday 27th March 2021. Those arrangements are being made but, because of the Covid restrictions in England, the meeting will be held as an online meeting. Members of the Executive Committee are entitled to attend the Council Meeting.

Why have both a Council Meeting and a General Meeting been called?

It was hoped that a strong expression of opinion at the Council Meeting would persuade the Officers to change course, but their completely intransigent attitude and refusal even to enter into discussions leaves no alternative to holding a General Meeting at which they can be removed and replaced.

Who will represent your CRB at the Council Meeting?

In advance of the meeting we need to know which Council Member will represent your CRB and will be your Voting Member there. Access to the online meeting will only be available to eligible applicants who have made a registration and have returned their online registration form to the Meeting Arranger not later than noon on 17th March 2021. The link to the online registration form is at:

Registration form:

<https://www.v8register.net/meeting/200327-council-meeting-registration-form.php>

Making statements and raising questions for the Council Meeting

Any Council Member attending the meeting who wishes to make a statement or raise a question for the online meeting will need to have sent it in ahead of the meeting to the Meeting Arranger setting out briefly their statement or the question they wish to ask, by not later than noon on 20th March 2021. The form for submitting statements or questions is available online at:

Statements/Questions form:

<https://www.v8register.net/meeting/200327-council-meeting-statement-or-question-form.php>

Responses to statements or questions

In most cases the Meeting Arranger will endeavour to obtain a reply to both statements and questions ahead of the meeting so they can also be made available online for fellow Council Members at:

Statements/Questions/Responses

<https://www.v8register.net/meeting/files/210307-response-sheet-v1.pdf>

Council Members and Guests speaking at the Council Meeting

The procedures above for having any questions and statements posted online ahead of the meeting together with any replies will enable all Council Members to contribute to the meeting. Following a brief introduction to the meeting by the chairman who will then hand over the proceedings to the Meeting Manager who, coordinating with the Meeting Arranger, will open the next section of the meeting (no longer than two and a half hours) when questions and statements can be made by Voting Members and Guests and any responses follow. The Meeting Manager will invite each speaker to go live for up to 4 minutes, then they will be muted when either a response follows or the meeting moves on to another question or statement. The meeting will move to a vote on the single "no confidence" motion.

What are the arrangements for the online Council Meeting?

The final details to enable each Council Member to access the Zoom meeting and access code will be sent to Council Members and Council Guests who have registered to attend the meeting by 20th March 2021 before the meeting.

Detailed information (link to be made – the document is being drafted now)

Who are the Council Members who have called this Council Meeting?

Paul Snee, Chairman, Caledonian Centre

Paul Goodman, Chairman, Cockshoot Cup

John Watson, Chairman, MGB Register

David Rainsbury, Treasurer, NW Centre

Danny Cusworth, Secretary, Speed Championship

Noel Lindford, Secretary, Tyne-Tees Centre

Victor Smith, Chairman, V8 Register

Coordinator: Victor Smith victorsmithv8@outlook.com

Who is making the technical arrangements for the online meeting as Meeting Arranger?

Lorraine Noble-Thompson is arranging the Zoom meeting arrangements and will manage them at the

	meeting, including the voting procedure, liaising closely with the Meeting Manager. Who will be the Meeting Manager at the General Meeting? Dave Tynan will manage the proceedings following the precedent set at the Club's AGM earlier in 2021. During the meeting he will coordinate with the Meeting Arranger to enable members' voting on the single motion. What level of support for the steps taken by the five Council Members have fellow Council Members indicated? Support has flowed in from a growing majority of fellow Council Members promptly following the emails sent to all CRBs with news and updates from the five Council Members. Currently some 29 (76%) of the 38 CRBs have indicated their support.
--	--