

Minutes of National Council Review Meeting held by webinar on

16 September 2020 19:00-23:00

24 September 2020 20:00-21:50

16 September

1. **Welcome, apologies and conflicts of interest**
 - 1.1. In attendance: Bill Beveridge, Alison Cairns, Robert Dufton, Peter Judd, Roger Murray, Steve Quinton, Peter Salenieks, Carl Spencer, Andy Syme (Deputy President), Helen Wilson, Philip Wilson, Martin Wragg.
 - 1.2. Apologies received from CJ Griffiths and David Brown.
 - 1.3. In addition to the members attending the meeting the report and this document have been circulated by all, non attending, voting members.
2. **Task and Finish Group Report**
 - 2.1. The Task & Finish Group was convened by the National Council (NC). Its remit was to enquire into and report upon the conduct of the Interim National Council meeting on 1 August 2020 and its continuation on 4 August against the Council Code of Practice.
 - 2.2. The recommendations and observations from the report are at Appendix A
 - 2.3. Of the 16 eligible voting members, the Task & Finish Group report was accepted and endorsed by all 16 voting members.
 - 2.4. The Council thanked the Task & Finish Group for the detailed and objective nature of the report.
3. **Summary of Council Discussions and Actions**
 - 3.1. The Council identified two groups of actions:
 - 3.1.1. Actions and comments to individual councillors
 - 3.1.2. Recommended Actions for the Board
 - 3.2. Of the 16 eligible voting members, the report was accepted by 15 voting members; 3 with caveats; 1 voting member did not reply:
 - 3.2.1. 1 member felt the Council should have taken stronger action against the President.
 - 3.2.2. 1 member felt the Council should have taken stronger action against the President, and additionally separate the President's roles on Council and NomCom.
 - 3.2.3. 1 member felt that previous actions, which had not been dealt with at the time, should not influence the current situation.
4. **Actions and Comments to Individual Councillors**
 - 4.1. The comments below are further expanded on in the attached appendices, but in summary:
 - 4.1.1. The letter from JP represented an exemplar of transparent communications with the Council. As there was no evidence provided that contradicted this, it was taken as the accurate record of the reasons for his resignation.

- 4.1.2. The sharing of the letter, which was caveated “CONFIDENTIAL REPORT TO NATIONAL COUNCIL - NOT TO BE SHARED OUTSIDE OF THE GROUP” with a member of staff (the Company Secretary) and an external organisation without the agreement of the author or Council was wholly inappropriate.
- 4.1.3. The CNDs did not act in accordance with the Memorandum of Understanding (MOU) to inform the Council of the issues and problems within the Board. It was, however, recognised that this was made impossible by conditions described in para 5.4.2. Given this mitigation, the Council felt the CNDs retained the full support of the Council. Council are confident that going forward repetition of this situation can be avoided by the current incumbents and their successors.
- 4.1.4. Council recognises the excellent work the President does as an ambassador for the BMC and her commitment to the organisation. It remains supportive of the President in role until the end of her term in June 2021.
- 4.1.5. Whilst recognising the stresses the President highlighted at the time of the meetings on 1 and 4 August, the Council felt that the President did not act in the open, transparent and honest way that is necessary to ensure the mutual trust between the Council and the President. We believe that the President now recognises this fact and we hope that she will work with Council to ensure that the mutual trust necessary is re-established going forwards.
- 4.1.6. The Council recognised the conflict of loyalties between the roles of President in chairing NC and that of being a BMC Director. It was felt that too often the President acted as “the Director with responsibilities to Chair NC” and not as the “Members’ Champion and the Chair of the Members’ Representative Body; who is also a Director”. Until this conflict is addressed through changes in governance, the President must ensure that they balance these conflicting loyalties.
- 4.1.7. Council trusts that the President will recognise and acknowledge the causes and intent of the Council's statement. The Council believes it is critical that the President works with the Council to ensure that the President’s actions can be clearly seen to match her clear verbal commitment and support for the Code of Practice.

5. Recommendations to the Board

- 5.1. The Complaint/Dispute/Grievance process:
 - 5.1.1. There is confusion over what the Complaint/Dispute/Grievance process is. This must be reviewed and clarified.
 - 5.1.2. While it was reasonable for Board members to believe a Formal Grievance was raised, if this was the case then the processes in the Governance Manual and timelines were not followed.
- 5.2. Legal Advice:

- 5.2.1. The Council were particularly concerned that advice sought unilaterally by a single non-executive Director has bound, and in some people's eyes tainted, the whole Board.
- 5.2.2. The Board must ensure that the processes and behaviours of all Directors ensure that legal, or any similar, advice which imposes collegiate responsibility is only sought on a collegiate basis. The Council would expect that this would mean advice is sought only with the agreement of a quorum of the Board; not by individual directors; any exceptional circumstances that would prevent or alter this approach would need to be defined in the processes.
- 5.3. Board Investigation:
 - 5.3.1. The Council noted the significant time delays between the need for an investigation being identified and the investigation being commissioned. The Council wishes to request an explanation from the Board.
 - 5.3.2. The Council believed the lack of clear direction from the Board and individuals on the Board, to staff on the importance of the investigation, lines of responsibility and management of the concerns arising from the investigation were key contributing factors to the resignation of JP. In future, the Board must very clearly define the timings/scope/remit of an investigation and detail the processes by which these concerns can be dealt with so that staff and Board members have a clear understanding of how issues may be addressed quickly and in a collegiate manner.
- 5.4. Board Communications:
 - 5.4.1. The formal communications to the Council, particularly in the Board Summaries, Chair and CEO Reports, did not meet the standards of openness and transparency required by the MOU. The Council will provide more detailed comments on the recently published minutes separately.
 - 5.4.2. In addition, the CNDs and President did not challenge the reports to Council, or provide alternative views, when the reports were presented to Council. However, the Council recognised that to do so would have been almost impossible, given the Board disagreements and the Board's approach to 'Board confidentiality', which was overly focussed on hiding uncomfortable facts, rather than withholding only what was strictly and legally inappropriate to share with Council.
 - 5.4.3. So that the Council can act effectively as a *critical friend* to the Board, the Board need to review their process and ethos in communications with Council to ensure that:
 - 5.4.3.1. Board confidentiality is appropriately used and is not the default position.
 - 5.4.3.2. All Board members and the CNDs in particular, are supported in being able to provide the Council with the full story or 'alternative views' where these are not included in formal reports.

5.4.3.3. It is recognised that historically Council has been a source of leaks, though we believe that the current situation has shown this behaviour has changed. The Council recognises that in order for this relationship to operate effectively, there needs to be a framework of trust in place to ensure that confidentiality is appropriately maintained between Board and Council. The Council is keen to work with the Board to implement Confidentiality Agreements or alternative approaches to ensure that the Board are able and willing to trust and share confidential matters with Council more openly.

6. Further Publication and Communication with Members

- 6.1. These minutes and the Task & Finish Group Report are for Board and Council distribution only.
- 6.2. It is recognised by Council that public minutes including elements of the Task and Finish Group Report, primarily contained in Section 6 of the report, must be issued in a public record.
- 6.3. At this time the Council decided to reserve judgement on what form the public record should take, but agreed to hold a further meeting to agree the appropriate publication shortly after the 19 September Council Meeting.
- Action:** AS to organise.

24 September

7. Welcome, apologies and conflicts of interest

- 7.1. In attendance: Bill Beveridge, Alison Cairns, David Brown, Peter Judd, Roger Murray, Steve Quinton, Peter Salenieks, Carl Spencer, Andy Syme (Deputy President), Helen Wilson, Philip Wilson, Martin Wragg, Dan Lane, Anthony Eccles, Claudia Sarner, Mark Anstiss.
- 7.2. Apologies received from CJ Griffiths and Robert Dufton.

8. Feedback on Task & Finish Group Report

- 8.1. The Council discussed feedback and recommendations on the Task & Finish Group Report received on the 24th September.
- 8.1.1. While these recommendations were outside the terms of reference for the Task & Finish Group, the Council fully supported the recommendations proposed:
- 8.1.1.1. To review and strengthen the mental health support for Volunteers.
- 8.1.1.2. The Management Regulations are not currently clearly visible on the website and should be included in the 'Volunteers Handbook' and in induction and training for volunteers, including Directors.
- 8.1.2. The Council noted the feedback, and the comments from the Task & Finish Group members, and concluded:

- 8.1.2.1. The process for feedback agreed on 7 September meeting had been appropriate and followed. This submission was outside that agreed process.
- 8.1.2.2. The report was the findings of an independent Task & Finish Group and there was nothing in the feedback that materially changed any contributing factor, recommendation or observation.
- 8.1.2.3. The Task & Finish Group task is now completed.

9. **Publication of Minutes**

- 9.1. The BMC Articles of Association article 16.16 state

16.16. All minutes of meetings of the National Council shall, subject to obligations of confidentiality, be made available to the Board and to Members on request. The approach of the National Council shall be open and transparent at all times and redaction should be the exception, rather than the norm. Minutes of meetings shall also be published on the Company's website.

- 9.2. While there is an obligation of confidentiality that prevents publication of the Task & Finish Group Report, this did not apply to the minutes above. The Council voted unanimously that these minutes would be published unredacted¹.

1. The observers were also asked for their vote on this issue with 3 agreements and 1 abstention.

Appendix A: T&F Group Recommendations and Observations

Recommendations

6.4 The following recommendations are made:

6.4.1 Review the induction, training, mentoring and support provided to councillors, including but not necessarily limited to:

- a. Completed Councillor Role Descriptions.
- b. Effective use of Teamwork.
- c. Develop short guidance notes for future CNDs, which agree the role of representation on Board whilst at the same time acting within the requirements of being a director.

6.4.2 Strengthen written and oral communications between National Council and the Board to foster a culture of 'no surprises' and focus attention where it is needed.

6.4.3 The duties and responsibilities of the President should be reviewed with the aim of deconflicting the roles of President and Director (with its attendant legal responsibilities); providing independent oversight of the Board; and achieving greater clarity about the relationship between the President, the Chair of the Board and the CEO.

6.4.4 The Group supports the steps being taken by the Board in terms of facilitated sessions to improve working together and with BMC staff, and in improving the communications between Board and National Council as suggested by the remaining CNDs.

Observations

6.5 The following observations are made:

6.5.1 At times there has been a lack of openness that lead to frictions. One instance is the reluctance of the President to be clear to National Council about the legal advice (possibly connected to the potential conflict between the roles of President (Members' Champion) and Director). Acting in an open and transparent manner, as far as possible, when reporting on events is a requirement in the Code of Practice for all Councillors, as is demonstrating leadership through behaviours that embody, actively promote and robustly support the principles embodied in the code.

6.5.2 This situation has highlighted the need for an effective Deputy President and we acknowledge the immense amount of work put in by the Deputy President in chairing difficult meetings and dealing with UKC forums.

6.5.3 The Group found no evidence of any Councillor or Director acting in a way that puts their own interest ahead of the organisation. However, existing conflicts associated with individual roles led to frustrations and strained relationships.

6.5.4 Recent events have made it potentially more difficult to recruit a new CND. It is critical that issues are resolved as soon as possible so that this can happen.

6.5.5 The Board does not have a Code of Practice.