

Notice and Agenda of Special Meeting

Notice of Special Meeting

Notice is hereby given that a Special Meeting of the Chartered Institute of Environmental Health (CIEH) will be held on Thursday 23 March 2023, commencing at 14.00.

The meeting will be held at 10-18 Union Street, London SE1 1SZ
(<https://www.10unionstreet.co.uk/about-us/>) and online.

NB: The primary method of voting at this meeting will be online. Members attending the in-person event at 10-18 Union Street, London SE1 1SZ are strongly encouraged to bring an internet/Wi-Fi enabled device such as a smart phone, tablet or laptop to facilitate secure online voting.

Dated 27 February 2023
By order of the Board of Trustees

Phil James Chief Executive
Registered office: Chadwick Court, 15 Hatfields, London SE1 8DJ

Table of Contents

Agenda	2
Notes by Proposers.....	4
Additional Motions submitted that are not on the Agenda.....	5
Notes on admission and voting	7

Agenda

1. Welcome from the Chair of the Board of Trustees
2. To consider and receive the following Motions:

Motion 1

Proposed by Seamus Donaghy MCIEH Seconded by Tim Everett CEnvH FCIEH <i>See Notes</i>	Response by the Board of Trustees
<p>The CIEH will in future adopt a more transparent and democratic approach to its members, and to that end will:</p>	<p>The Board welcomes the intent behind the motion, which is in line with steps it has already taken to enhance transparency and democracy.</p>
<p>(a) Hold all future Annual and Special Meetings on a hybrid basis (allowing both remote and personal attendance) allowing members to speak to motions and raise points of order until the meeting agrees the Motion should be put to a vote.</p>	<p>It is already CIEH policy to hold future Annual Meetings on a hybrid basis. Whilst this meeting will provide an opportunity to hear members' views about the hybrid format, the Motion is otherwise unnecessary.</p>
<p>(b) Publish all minutes of the Council and its subsidiary committees and groups on the CIEH website within one month of any meeting, redacting only genuinely confidential information about individuals or contracts.</p>	<p>The Board of Trustees has for some time published an immediate account of its meetings in a blog from the Chair. The Board has also already agreed to publish suitably redacted minutes of its meetings on the CIEH website. Whilst this meeting will provide an opportunity to hear members' views about this issue, the Motion is otherwise unnecessary.</p>
<p>(c) Change the balance of elected to co-opted members on the Council from 6:6 to 9:3 in time for the elections for 2024 and amend all Regulations and Operational Procedures accordingly.</p>	<p>The current governance structure was implemented in 2016, when the idea of 9 elected to 3 appointed Trustees (and other combinations) was considered and rejected on the basis that the Board needed a wide degree of skills among its members.</p> <p>The Board of Trustees is in any case currently undertaking an extensive review of governance and will take into consideration the outcome of the vote on this issue as part of that review.</p> <p>There is currently one vacancy in an elected Trustee position and two further elected</p>

	<p>Trustee positions become vacant at the end of 2023. This means that CIEH will be seeking three new elected Board members in 2023 as well as candidates for the role of President.</p> <p>The Board of Trustees would like to take this opportunity to encourage all eligible CIEH members to consider standing for election as a Trustee or applying for the role of President.</p>
<p>(d) Make the appointment of the President for 2024-2026 under Byelaw 19 the subject of a confirmatory vote at the next Annual General Meeting</p>	<p>There is a range of practical aspects to this motion that would need to be thoroughly considered so that a “confirmatory vote” could have any meaning and implemented without unintended consequences arising elsewhere. It is vital also to continue to attract high quality applicants to the CIEH presidency with due regard to the principles of equality, diversity and inclusion.</p> <p>The Motion cannot therefore be immediately implemented in the way that it is constructed. However, the Board is perfectly happy to commit to a thorough review of the presidency appointment as part of its ongoing review of governance within CIEH. This meeting will provide an opportunity to hear members’ views about this issue.</p>

Motion 2

<p>Proposed by Ceri Edwards CEnvH MCIEH Seconded by Peter Wright MCIEH <i>See Notes</i></p>	<p>Response by the Board of Trustees</p>
<p>This meeting has no confidence in the current Council to maintain a professional body run by its members and in consequence agrees to:</p>	<p>The Board seeks to understand why some members claim to have no confidence in its ability to run CIEH in furtherance of its Charter objects and welcomes the opportunity to hear more from as broad a group of members as possible about this.</p>
<p>(a) That the Council shall report back to the next Annual General Meeting on the implementation of these proposals, this meeting to be held in accordance with Motion 1 above and</p>	<p>The date of the 2023 Annual Meeting was agreed by members at the 2022 Meeting. This is consistent with the annual pattern established for CIEH members to receive an update on audited accounts and on progress</p>

<p>on the 12 September 2023 and not as previously recorded.</p>	<p>against the Motions that were decided upon in 2022.</p> <p>It is unclear why the Proposers wish to delay the Annual Meeting until almost at the limit of the 15-month maximum duration since the 2022 Meeting, and why such a change would be in the best interests of CIEH.</p> <p>However, the Board will be guided by the outcome of this Meeting and if called for will delay the date of the Annual Meeting for 2023.</p>
<p>(b) Give the Council the power to amend the Regulations and Operational Procedures to give effect to these proposals.</p>	<p>The Board of Trustees (Council) already has the power to amend Regulations and Operational Procedures. Whilst this meeting will provide an opportunity to hear from members on this matter, the Motion is otherwise unnecessary.</p>
<p>(c) Require the Chief Executive to provide a report to the Council on the current financial position of the CIEH, including its reserves, and detailing the arrangements and cost for leaving active membership of the London Pension Fund within two weeks of the date of this meeting.</p>	<p>The Board of Trustees is already fully up to date with the financial position of CIEH including its reserves, assets and liabilities including the deficits and cessation costs relating to the London Pension Fund Authority scheme.</p> <p>Furthermore, the Board of Trustees would like to provide all members with this update at the earliest opportunity once the statutory audit has been completed on the annual financial statements. This is currently scheduled for the 2023 Annual Meeting.</p>

3. Close of meeting

Notes by Proposers

Motion 1 explanation

The Council has used the pandemic as an excuse to stifle debate at such meetings (e.g., at the last AGM the Chair allowed no members other than the proposer or seconder to speak to any motion or to propose amendments, refused to accept points of order (such as the meeting being called out of time) and allowed no discussion nor vote on items such as the holding of the 2023 AGM. The minutes were previously circulated, and all Local Government members are used to dealing with a system which allows them only to exempt genuinely confidential information from publication. As currently constituted, the Council is controlled by those

who have no recent experience of UK Environmental Health, and minimal representation of most of its membership.

Motion 2 explanation

The ACEHO and other bodies have no confidence that the current Council has the ability or willingness to ensure the future of Environmental Health in the UK. Simply passing that resolution will change nothing. The next AGM must be held within 15 months of the last one and resetting the 2023 date will allow the Interim Council more time to develop sustainable proposals for the future, including how to encourage regional, sectoral, and local professional activity.

Note 1

Byelaw 21 requires General Meetings to be held in accordance with Regulations. There are no such extant Regulations, nor is there anything in the General Regulations (made on 28 January 2021) which covers these. Regulation 3.1 of these Regulations makes it clear that Operational Procedures can be made by the Board only to deal with its own meetings and those of its subsidiaries. There are some Operational Procedures (made by the Board on 22 April 2021) purporting to control the conduct of Annual (but not other) General Meetings. These are clearly ultra vires and invalid. It appears that at least the last two AGMs have been held subject to these flawed arrangements.

Note 2

All references to the Council (as set out in the Charter and Byelaws) means the Board of Trustees as currently configured. It consists of the President (who is also a trustee), six elected trustees, and six appointed trustees.

Note 3

There may be some issues which will require a subsequent amendment of the Byelaws (e.g., a national election for the President), which will need to be addressed in due course.

Additional Motions submitted that are not on the Agenda

The following motions were received by the members in the original request for the Special Meeting:

- A. *“The Special Meeting shall be chaired by Andrew Statham, and the requirements of the Byelaws and Regulations made prior to 27th January 2023 will be met.”*

Proposed by Lisa Griffin CEnvH MCIEH

Seconded by Janet Russell CEnvH FCIEH

Explanatory Note by the Proposer

Motion 1 explanation: From the conduct of the previous online General Meetings, allowing the Chair of Council to chair the meeting will stifle debate and will follow

rules that effectively prevent most people from speaking, and prevent them raising points of order which they are entitled to do. Andrew Statham was the Chair of the Board/Council from 2012-2017 and is well experienced in properly and fairly chairing such meetings. The rider prevents the Council from making changes to the Regulations to stymie the purpose of this Special Meeting. See Note 3 above – there are currently no valid rules in place for the conduct of such General Meetings, and Operational Procedures cannot anyway apply to these.

Explanation for why the Motion is not on the Agenda for the Special Meeting

The intent behind the motion appears to be to allow full and open debate, which is in line with the principles and values of CIEH.

However, under Byelaw 19 the Chair is appointed by the Board and not by the members of CIEH. The Motion to appoint a new Chair for the meeting is not therefore in accordance with the Charter and Byelaws of CIEH. The Trustees - and indeed all members of CIEH - are under a duty to comply with the governing documents and failure to comply with these is a breach of this duty.

The Motion is therefore *ultra vires* and cannot be put to the meeting.

B. *“To remove all the existing trustees from office immediately.”*

Proposed by Ceri Edwards CEnvH MCIEH

Seconded by Peter Wright MCIEH

Explanation for why the Motion is not on the Agenda for the Special Meeting

This Motion formed part of what now appears on the Agenda as Motion 2. In the spirit of open debate, the first part of the original Motion has been retained, to allow members in the meeting to express the degree of confidence in the current Board of Trustees (Council).

However, the specific part of the Motion that reads, *“To remove all the existing trustees from office immediately”* represents a breach of the CIEH governing documents and cannot therefore be put to the Meeting. Consistent with Byelaw 20 and Charter 5b, referring to elected Trustees, and Board of Trustees Operational Procedures Clause 3.10, the membership may call a vote to remove an elected Trustee (i.e., in the singular) and not appointed Trustees or the removal of the Board of Trustees as a whole.

C. *“To replace them with an interim Council made up of the following members* to hold office until the end of 2024 at the maximum, with the power to co-opt up to three specialist trustees.”*

Proposed by Ceri Edwards CEnvH MCIEH

Seconded by Peter Wright MCIEH

* The names of the following members were included in the Proposers' original Motion:

Chas Bradfield
Janet Catley-Young
Mark Elliott
Sarah Johns
Peter Haikin
Judith Hedgley
Daniel Morelli
Kathryn Preece
Lindsay Shaw
Graeme Wilson

Explanation for why the Motion is not on the Agenda for the Special Meeting

As with (B) above, this Motion formed part of what now appears on the Agenda as Motion 2. In the spirit of open debate, the first part of the original Motion has been retained, to allow members in the meeting to express the degree of confidence in the current Board of Trustees (Council).

Since (B) above cannot be put to the meeting, neither can this Motion be put to the Meeting.

Furthermore, the concept of an "interim council" is inconsistent with the Byelaws and it would be *ultra vires* for the Board or the meeting to consider that concept.

CIEH is already planning to seek 3 new elected members in 2023 as well as seeking candidates for the role of President. The Board of Trustees would therefore like to take this opportunity to encourage all eligible CIEH members to consider taking up a role on the Board by standing for election as a Trustee or applying for the role of President.

Notes on admission and voting

Admission to the Special Meeting will be restricted to registered members of CIEH who are required to pay a subscription which shall have been received in full* by 17.00 on 9 March 2023; and to those registered members from whom no annual subscription is required.

Notice of this Special Meeting is being made available to all members at least 21 days in advance, thus allowing at least seven days for the full* payment of all subscriptions for 2023, which must be received by CIEH by 17.00 on 9 March 2023.

*Including partial payment of a subscription in instalments via a direct debit plan.

Voting by proxy

In accordance with the Annual Meeting Operational Procedures, members who are unable to attend the Special Meeting may, on demand of a poll being made, record their votes for or against any particular resolution on matters appearing on the agenda for the meeting. The Chair of the meeting may be appointed for proxy voting as set out in Part 10 of the Annual Meeting Operational Procedures.

Only members in good financial standing as at 17.00 on 9 March 2023 are entitled to vote, either personally or by proxy and they should instruct the Chair of the meeting, as their proxy, to vote for or against any resolution as appropriate.

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