



# Minutes

## Special Meeting

23 March 2023

Hybrid: In-person at 10-18 Union Street, London SE1 1SZ and online

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### 1 Welcome

Dan Oerther (Chair, Board of Trustees) welcomed members to the meeting and introduced those trustees who were members of CIEH.

*As technical problems arose with the online meeting, Roisin Kerr (Deputy Chair, CIEH) assumed the Chair.*

Roisin went on to introduce those members of the Board who were not members of CIEH. She explained the process that had led to the calling of this meeting.

### 2 Preliminary matters

Janet Russell proposed a motion on the agenda to have an independent Chair for the meeting, elected by the meeting, because the Chair of the Board of Trustees had a conflict of interest on motion 3.

She commented that a total of 3 motions that were submitted for the SGM had been amended by the Board of Trustees without any reference back to the proposers or seconders. This had the effect of diluting the motions and had led to the calling of a second SGM at expense to CIEH and its members. This was to address the issue of removal of Trustees after a vote of no confidence which no longer appeared on this agenda.

She noted that the Board had classed the original motions submitted as “ultra vires” although the proposers and seconders of the motions disputed this as they felt they were compliant with the CIEH Byelaws, regulations and operating procedures. She found it regrettable that the Board had not disclosed the legal advice it had received and relied on in concluding they were “ultra vires”.

She thanked the Chair for allowing her to raise interpretation differences as a point of order to be placed in the minutes.

*Dan Oerther returned to the Chair.*

Dan explained that the comments that had been made would be noted in the record of the meeting.

### **3 Meeting arrangements**

Dan explained the process for considering the motions before the meeting, the voting and proxy arrangements.

He went on to explain the role of UK Engage, CIEH's provider of electoral services, in ensuring that there was a fair and democratic process in place.

### **4 Motion 1**

Seamus Donaghy (the proposer of Motion 1) explained the background to the motion.

He submitted that:

- The proposal that all future annual and special meetings should be on a hybrid basis reflected the fact that many organisations had had to adapt to similar arrangements following the COVID-19 pandemic and CIEH should be no different in that respect.
- He understood that the Board had agreed that Board and committee minutes should be published, with exempt information appropriately redacted. That was a move to be welcomed.
- He supported a move to nine of the trustees being elected and three co-opted, rather than the current six:six arrangement. The Board should reflect the mix of the profession and that was best achieved by changing the Board composition arrangements.
- The proposal to move a confirmatory vote in respect of the President of CIEH was a change that it was appropriate to make.

*Roisin Kerr assumed the Chair as a result of technical problems.*

Roisin invited questions from members.

A member asked if the chat function would be viewable in the room for those present in person, to allow the comments made by those participating online to be seen. CIEH staff explained that the most effective approach was to view the chat on a device, rather than rely on the screen in the meeting room.

A member asked why the decision had been taken not to provide members with the legal advice that had been received.

*Dan Oerther returned to the Chair.*

Dan outlined the advice that the Board had received in respect of the concept of Legal Professional Privilege attaching to the advice it had received.

A member submitted that a promise had been made that such advice would be provided and said that the Board was hiding things from members and patronising them. It was saying, in effect, that such advice belonged to the Board and not to the membership.

A member asked about how the proposal to move to a nine:six model in terms of Board membership would work from a practical perspective. They noted that there was a lack of engagement by members in the Board electoral process and, at the same time, that the appointed members of the Board brought a real breadth of experience to it.

Dan explained that one possible model was something along the lines of the former Assembly and that this may well be considered by a review of governance which a Board member was leading.

Dan invited Tim Everett (as seconder) to conclude this item.

Tim submitted that he supported this motion as he did not trust the current Board not to back track, in respect of the publication of minutes. He said that those who worked in the public sector were used to working in this way.

He outlined that he was one of those who had supported a move to a six:six model of Board membership but that, in his submission, that had not worked.

He expressed the view that the Board had no valid operational procedures in place. He further submitted that the Board was simply wrong and asked the question 'why do you think people are not standing for the Board?'.

Tim went on to explain that he provided his legal services training without a charge to CIEH and that it made £20,000 a year 'on the back of that'.

He said that the environmental health profession needed a strong base in the public sector.

Dan announced the vote open in respect of this motion and that there would be a five minute break in proceedings.

*Post meeting note – this motion was carried.*

## **5 Motion 2**

Prior to discussion of Motion 2, Dan confirmed to the meeting the current position in respect of Board vacancies for elected members.

In 2022 only a single candidate has stood for election; they had been elected unopposed, there being two vacancies.

In 2023 (to take up office in January 2024), three vacancies would be open for nomination and the President role would be advertised.

Dan asked Andrew Harvey (CIEH's Governance Adviser) to set out the relevant dates, which Andrew did.

Ceri Edwards (the proposer of Motion 2) explained the background to the motion.

In her submission, members had been met with resistance when they raised the matters in scope of the resolution. She had expected members to be provided with a rationale for two, in particular, of the recent redundancies that had been made at CIEH.

She went on to comment on the attributes of two of the members of staff who had been made redundant and the contribution that they had made to CIEH.

She thought it astounding that the Board had not considered matters of detail or implementation in respect of restructuring programmes, in particular the appropriateness of a single Director post holding responsibility for three nations.

Ceri posed the question as to the extent to which CIEH needed offices in London and commented that the recent appointment of an Executive Director, Environmental Health had caused further disquiet.

Dan explained that decisions made by the Board had had a considerable improving effect on CIEH's finances. The Board had been able to exit the significant pension liability (circa £6 million) that the current Board and management team had inherited and that had been built up over an extended period of time.

It had now been possible to both exit the scheme and to discharge CIEH's responsibility for future funding completely, thus removing a significant long term financial challenge.

For reasons that were entirely to do with CIEH's best interests, the Board had needed to preserve the confidentiality of these negotiations that led to this outcome but he was pleased that the organisation had now exited an unsustainable obligations.

Dan confirmed that, consistent with the advice it had received and with good employment practice, the Board did not discuss individuals in respect of the staff restructuring but did approve the broad shape of plans, in order to discharge its governance responsibilities.

Phil James (CIEH Chief Executive) said that he did not recognise him or his staff team in the opening comments that were made. He offered his apologies to any CIEH staff

who might be troubled by such comments, noting that there were a number of staff who had left as a result of restructuring, not simply two who had been described (by others) as 'professional staff'.

Phil submitted that the current members of the Board and of the Executive Management team were dealing with the 'hand that they had been dealt'.

The organisation had a ten year history of operating losses, there had been an unsustainable pension legacy and a building that (whilst potentially a valuable asset) had a range of leases and sub-leases which brought significant challenge and complication to planning. Nine colleagues' future employment depended on the way in which the building at 15 Hatfields was used.

He explained his view that, whilst open and frank communications with members were vital, it was simply inappropriate to discuss staff members with members.

A member of the Board spoke to endorse what Phil had said, understanding that members offered valuable intelligence via a meeting such as this.

A member commented that it was possible that an appropriate focus on organisational survival may have moved some of the organisation's focus away from environmental health.

A member submitted that where CIEH was today, was the cumulative result of decisions made over the past 20 years and that CIEH needed to be financially stable in order to support environmental health and protect public health.

A member said that there were many issues that needed to be addressed and that a 'vote of no confidence' did nothing that would help to address those.

A member commented that CIEH started 'going downhill' when a non-Environmental Health Practitioner was appointed as CEO.

A member invited those eligible to vote to do so and that they should be brave enough to stand up and be counted.

A member said that a second set of special meeting motions had been submitted and could have been brought to this meeting.

In response to a question from a member, Dan and Phil further explained the position in respect of the former pension fund deficit which was now resolved.

A member said that they had seen conduct and behaviour that had both disappointed and worried them. They said that they had been ignored by the Chief Executive and the Board and had been shouted at by the Chair.

They submitted that they had been contacted by a member of the Board who said that Board members had not behaved correctly and were arrogant.

A member explained that, four or five years ago, they had questioned what they got from their membership of CIEH. They thought that there had been a significant change over the past year and that they were now able to engage (for example in the Coffee Catch ups). They thought that CIEH was heading in the right direction.

Dan invited Peter Wright (as seconder) to conclude this item.

Peter expressed his thanks to Phil, Dan and the Board for arranging this meeting. He explained that he thought it inappropriate that discussion about this meeting should play out on the internet.

The aim, in his submission, should be the grow membership as a thriving professional body would best protect the public.

He had been contacted by members who had expressed a lack of confidence, following the 2022 AGM and he had asked them to hold back from taking any action.

Peter made the point that not all those involved in planning the motions for today's meeting had local authority backgrounds. He said that CIEH was failing to represent the profession in the media.

He said that it was galling to hear the CEO speak about the cost of this meeting which had only been needed because of the obfuscation of the Board.

He hoped that the Board would 'do the right thing', were the 'vote of no confidence' passed by the meeting.

Dan announced the vote open in respect of this motion and, subsequently, that the meeting was closed.

*Post meeting note – this motion was carried.*

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