

**Southdown Sheep Society Council meeting: Wednesday 4th December 2019 at 10.30am**

Board Room, at RBST, Stoneleigh Park, Kenilworth

**Minutes**

**Those present**:

Sid Cook (SC)

Lindsay Dane (LD)

Patrick Goldsworthy MBE (PG)

Justin Harmer (JH)

Paul Humphrey (PH)

Stephen Humphrey (SH) Jonathan Long (JL)

Tim Morris (TM)

Nick Page (NP)

Miriam Parker (MP)

Michael Sprake (MS) President

Neil Stainthorpe (NS) Hon. Treasurer

` Howard Wood (HW) Vice Chairman

Gail Sprake (GS) Secretary

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| **Agenda Item** | **Action by** | **Due by** |
| **1. Welcome**  The Chairman welcomed all to the meeting.  **Apologies:** Duncan Crundwell, Edward Harmer, Les Newman  The Chairman explained the procedure to enable a Council meeting to be held under Article 14 (4) of the Articles of Association of the Southdown Sheep Society.  This procedure was proposed by JL, seconded by HW. All in favour. |  |  |
| **2. Minutes of Council meeting on 30th October 2019**  Following the correction of one typographical error, the adoption of the  Minutes was proposed by PG, seconded by NS. All in favour. |  |  |
| **3. Matters arising, not covered elsewhere**  There were no matters arising. |  |  |
| **4. Verbal update from committees**    **i) Finance Committee**  NS had circulated an email to committee members outlining the areas to  be addressed.  **ii) Show & Sales Committee**  JL had convened a conference call with committee members, considering  the following agenda items:   * upset prices at Society sales * nomination of new judges * judges workshop * National Show 2021: it was suggested that Lincoln Show be considered for 2021 National Show, Steve Smith to judge * late-born lamb classes at future National Shows: it was suggested that these classes be replaced with a Novice class (for members of less than five years standing) * Staffordshire County Show 2020 judge nomination * updating breed description and characteristics   **iii) Communications Committee**  HW reported that due to family commitments it had been necessary to postpone the scheduled teleconference. Committee members would meet briefly after the business of the Council meeting to fix a revised date.  **iv) Governance Task & Finish Group**  MS reported that he had emailed all committee members, to date only LD  had responded. Once comments received from remaining committee then a  teleconference would be scheduled. MS and LD have discussed necessary  updates to the Articles. | NS  JL  HW  MS |  |
| **5. Issues relating to correspondence from A Lambert & B Cooper**  The Chairman and Vice Chairman had met with A Lambert and B Cooper, a summary of that meeting had previously been circulated to Council members. He considered that the meeting had been constructive and concluded on good terms, despite inappropriate comments of a personal nature addressed to the Chairman.  He had explained the new committee structure, Council’s response to the situation relating to D Williams, and the reasons why Council considered the proposed EGM was invalid. A Lambert stated that she did not circulate her information to all members of the Society since she considered some members would be disruptive to the process.  Subsequently, on November 28th, A Lambert had contacted the Southdown Office with a formal and valid request for a General Meeting, duly supported and signed by 10 members, to discuss the following motions:  1. Council accept the Motions as advised and agreed at the EGM dated October 29th 2019. If accepted then no further action will be requested at this time.  *These motions as follows:*  *1. The Council of the Southdown Sheep Society cease, with immediate effect, spending Society funds on legal fees in pursuit of Messrs Wakeham-Dawson & Harmer*  *2. If any situation arises in the future requiring legal expenditure in excess of £4,000.00 that such expenditure is first approved by taking a vote of the membership.*  2. A meeting is convened where full details are made available to the Membership of legal spending, including dates, amounts and which Council Members agreed, disagreed or abstained. Copies of Minutes for the last 9 meetings to be made available, plus any other relevant documentation.  The issues were debated at length. All considered that a financial cap on spending on legal matters equates to good governance and a clear strategy.  Some concern was expressed regarding the definition of ‘legal expenditure’, and the appropriate time frame in which to cap spending. Council members to be supplied with a breakdown of legal expenses. It was reiterated that this information must remain confidential to Council members.  All agreed that a simple clear statement would be advisable, which would be included in the Standing Orders. The Governance Task & Finish Group will review the Standing Orders as part of their remit.  The Chairman proposed, seconded by the Treasurer, that *‘That the officers of the Society have the discretion to authorise the spending of Society funds of up to £5000 on legal fees relating to a single issue. Spending over and above this limit would require a unanimous vote of those members of the Society’s Council deemed eligible, by way of having no conflict of interest in the issue requiring legal advice, to vote on the matter. This figure will be reviewed annually.’* The proposal was adopted unanimously.  **Extraordinary General Meeting**  The Chairman confirmed that the request from A Lambert dated November 28th was valid, although it was pointed out that not all members were in receipt of her circulated letters. Some members of Council considered that discussion of the related issues could be inhibited given that Mr Harmer was present.  EGM to be held on January 30th, at 1100h. Proposed by JL, seconded by PG, on a vote: 10 for, 3 abstentions. Venue to be the Jersey Building in Stoneleigh Park, to be confirmed. Clarity and confirmation to be sought regarding proxy votes, postal votes and the right to attend electronically. TM proposed, seconded by PG, that an independent returning officer to be employed, officers to manage this. It was agreed unanimously that a system must be in place to ensure one member, one vote, and that members would be obliged to individually request a postal/proxy voting form.  Closing date for receipt of postal/proxy votes: Seven calendar days prior to EGM.  It was noted that only members whose 2020 membership subscription is up to date would be permitted to vote. Members to be clearly reminded re subscription payment, returning office to be supplied with electoral roll on closing date to confirm paid up members. Those members whose standing order payment due early February would be eligible.  HW raised the issue that technically membership subscription should be up to date to permit entry to shows; Show & Sales committee, and Governance Task & Finish Group to consider this.  Council’s submission to membership was debated: members to be furnished with an accurate and factual summary of proceedings of past 18 months, with details of costs incurred.  It was agreed that the officers and TM would compose a narrative and circulate to Council members for discussion and approval. This narrative then to be included with the EGM motions to be circulated to all members.  It was considered that Council has already taken considerable steps to address the concerns as voiced by A Lambert and this should be made clear to members.  Concern was raised that one motion is to set up a parallel committee regarding shows and sales. Following discussion, all Council members considered that if members do not give Council the opportunity to talk about progress and issues currently being addressed, then this could be deemed a lack of confidence in Council. The question was asked that if there was a vote of no confidence in the Council, would all Council stand together and resign. This statement was approved unanimously by all present. | Chairman & Treasurer  Governance Task & Finish Group  Chairman  Show & sales Committee /  Governance Task & Finish Group  Officers & TM |  |
| **6. Correspondence from S Harmer relating to request for arbitration**  **This item was tabled at the end of the meeting. NS proposed, TM seconded, that J Harmer should not be present for Item 6. On a vote: 7 for, 5 abstentions**  *Prior to leaving the meeting, JH informed Council that Susan Harmer was keen to get the issues resolved, and that if there was no satisfactory result then she would be prepared to pursue legal action.*  The Chairman opened discussion by stating that the officers had spent considerable time on these issues in recent weeks and that it was his desire to reach a decision and move forward.  The Chairman stated that he would be forced to consider his position if the matter is not concluded. The secretary stated that she would similarly be forced to consider her position.  Considerable discussion ensued as to the most appropriate way in which to deal with the four-page letter from S Harmer regarding her request for arbitration.  The following summary comments were made:   * All issues have been considered twice previously, and in depth * No new substantive information has been put forward * Council is not obliged to agree to arbitration * No clarity as to reason for arbitration * Council members uncertain as regards the reasons why S Harmer is in dispute with the Southdown Sheep Society * No confidence that S Harmer would accept the findings of arbitration * The threat of court action has been raised previously * The integrity of all members of Council, Society secretary, lawyer and veterinary surgeon has been called in to question * Council members should stand by what they believe in * Rule 15 states that ‘the decision of Council is final in any dispute’ * All members sign on joining that they accept and will abide by the Society rules * The review of the Articles of Association should focus on the best interest of the Society. Conflicts of interest would be considered * Council reiterated the statement made by the Vice Chairman at the previous meeting on October 30th that all should ‘agree to disagree’   **The Chairman concluded discussion with the proposal that Council is not willing to take the matters to arbitration with any external body and that they consider the matter closed.**  **Seconded by all remaining members of Council, unanimously.**  Chairman to write to S Harmer to inform her.  Newsletter to include a positive message from the Chairman. | Chairman |  |
| **7. Correspondence**  All appropriate correspondence received by the Office up until 1430h on December 3rd was tabled at the meeting.  i) Letter received from Mrs L Brooks requesting sight of documentation, under Freedom of Information Act 2000. The Chairman confirmed that the Southdown Sheep Society is not governed by the Freedom of Information Act, nor by the time frames laid down by the Act. All agreed that it would be politic to make a response and that much of the information requested would be covered in the narrative to be composed and circulated to all members. A holding reply to be sent to L Brooks promptly, then further details to all members in due course. The paper response would be addressed to L Brooks, but emailed to her and all on the list she supplied.  ii) Letter from L Mead relating to animal welfare issues and D Williams. It was reiterated that Dylan Williams had resigned voluntarily from Council and as a member, demonstrating good etiquette. It was further clarified that he had not been banned from keeping livestock. The Governance Task & Finish Group would consider animal welfare issues.  The Chairman advised that it was not necessary for the secretary to share every item of correspondence with all Council members and that a degree of autonomy was necessary. He reiterated that the secretary has the unanimous support of those Council members present. | Chairman  Governance Task & Finish Group |  |
| **8. Any Other Business**  **i) Young Shepherds’ trophies**  Following discussion, the trophies to be awarded as follows:  The Junior (Oak) Trophy: Freddy Bethley  The Senior (Walnut) Trophy: Charlie Tester    The trophies would be presented to both winners this winter, the President to present to Freddy, the Chairman to Charlie. The Spring newsletter would include a report with pictures.  It was agreed that the nomination and selection process would be made more formal in the future.  **ii) website advertisements**  Currently, members pay £10 for brief details and no pictures. Following  discussion it was agreed that a character count would be imposed, no  pictures permitted. Name and contact information will not form part of the  character count.  **iii) AGM 2020** The AGM and Field Day to take place in Wales at the home of Howard Wood and family on September 19th. The Chairman thanked HW for his kind invitation. | Chairman and President  Show & Sales committee  Secretary |  |
| **CLOSE**  The meeting closed at 2.30pm |  |  |