

Below the three directors who resigned from the EC respond to the statement issued by KH on .....

Q1: To hopefully help in reducing the speculation around the Club it would assist all CRB's if a timeline and a summary of what has occurred to date is circulated, including when the full Executive Committee was advised of the issue. There are some implied procedural issues being commented upon which cannot be hidden behind the shield of Health and Safety and confidentiality.

A1: The Club is not hiding behind confidentiality or health and safety. The members of staff the Club employs, their employment is subject to the Employment Rights Act 1996, the General Data Protection Regulations and common law. As such your request cannot be actioned as it could well breach a number of the terms of the current employees' employment, the relevant confidentiality and data processing provisions and also prejudice any internal / external processes. We believe that this request is not in line with the Club's interest or the Club's employees and could have severe implications for the Club.

Response: the matter is being freely discussed beyond KH and the two employees in question are willing to enter discussions. The real issue is that faced with an Employment Tribunal where the current EC and the GM may well be exposed to embarrassing questions and data revelations, 'confidentiality' is far more pertinent to their reputations than it is by way of 'prejudicing' any processes. It is ironic that it is only now that KH and the EC wish to avoid prejudicial actions.

Q2: Has the process been completed or is there still room for compromise?

A2: On the basis of employee confidentiality and in order to ensure a fair and proper disciplinary procedure is followed we are unable to provide specific details, save for the Club followed the disciplinary policy, as detailed to staff in both the employee handbook and contract of employment.

Response: acceptable.

Q3: Are lawyers currently involved in the situation with possible cost to members?

A3: The Club has sought professional advice from both lawyers and human resources consultancy. These costs will be reflected in the Club's accounts and the directors are of the view that this is proportionate.

Response: no response currently to the above. However, we are concerned that the above statement from KH is referring to employment matters costs only, and not legal costs associated with attempts to thwart the calling of Council and General Meetings.

Q4: Confirmation that all EC members were invited to all meetings regarding the disciplinary action.

A4: The Officers were informed as soon as the issue came about. The rest of the Board was informed at the December board meeting which was within the week. The Board were kept up to date as much as possible. The full details of the investigation and disciplinary hearings were brought to the full board when complete, and the disciplinary decisions were made at a meeting of the EC.

Response: The first two sentences are correct, the third and final sentences are incorrect. The Board were not kept up-to-date as much as possible; half the Board were kept in the dark on crucial details. The employee who was dismissed was phoned by the Chairman on 29<sup>th</sup> January and offered the opportunity to resign before she was dismissed. Four members of the EC were unaware of this at that time. So the decision to dismiss was taken by the 'officers' and possibly one other. It was on hearing that the Chairman had acted without full EC consent that four members demanded that the matter be decided at a full EC meeting as per the Club's own rules (9.0 & 9.1) which the Chairman and other officers were currently ignoring. While it is true that hearings were brought to the full EC on 3<sup>rd</sup> February, by this time four EC members had already decided on dismissal. The two-and-a-half hour meeting of 3<sup>rd</sup> February was, in our opinion, not called in order to give the two employees a full and fair hearing as that decision had already been made. The purpose of the meeting was to try and persuade the remaining four EC members to endorse the 'secret' decision taken a week or so earlier. This also explains why the Chairman used his casting vote contrary to normal convention, as without it, his phone call to the employee seeking resignation as an alternative to sacking would have led to an embarrassing retraction. It should also be pointed out that while half the EC was being excluded from these important decisions, it appears that the General Manager was kept fully informed. This is indicative of the EC consisting of two factions, one making the decisions and the other expected to endorse them. This is not what is intended in the Club's constitution.

Q5: Were additional members co-opted to the Board to reach the number of board members required to enable the process of disciplinary action to take place?

A5: No. The decision was made through the pre-existing Board. The extra member co-opted onto the Board was to make the Board to the minimum number to be legal to carry on but was not included in any part of the disciplinary action or decision-making process.

Response: acceptable.

Q6: We request that the board should present the background to the disciplinary action that has happened at Kimber House and, we understand, the termination of contract for one member of the team. We understand that confidentiality will be a factor, however this does not preclude the board from outlining on what grounds such action and the severity of

those actions, has been taken, such that they can reasonably justify those actions to the members they represent. This needs to be ahead of the Council meeting and not be unveiled on the day of the meeting, which would only underline the lack of confidence in the board's actions.

A6: As we have set out, both in these replies and with our communication to date, we are unable to discuss specifics of any disciplinary or employee related matter as it would breach employee confidentiality. In addition, and in any event, it is not in the Club's interests to discuss the specifics of any disciplinary issue at this juncture, as it may well prejudice any internal or external process.

Response: Q.6 is a statement, not a question, although in this instance it has been answered. Refer to the response to Q.1. The statement by three former directors assists in answering the above 'question'.

Q7: We also require an explanation on why 3 of the board members felt it was the right thing to step down from the board following these decisions, which indicates to us that the board in its current guise is not sustainable to represent the members.

A7: The three board members resigned as a result of disagreeing with the decision taken. Members of the EC consider there may be wider issues, which were due to be discussed at the next EC meeting, in respect of which one of the resigning Directors was refusing to respond to questions from members of the EC.

Response: the first sentence is correct. It is also correct that there were wider issues, especially the discovery during discussions of a 'Road Map', a plan for the future direction of the Club drawn up by the Officers & General Manager in May 2020 and not the whole EC as specified in Club rules. This document on future strategy was developed behind the backs of at least four members of the EC – governance again. It is untrue that one director 'refused to respond to questions from members of the EC', he did respond, albeit one current member in particular of the EC was unhappy with the response.

Q8: With the now depleted staff at Kimber House, we require an understanding of how the activities at Kimber House will continue, and how the board will motivate the team at Kimber House going forward.

A8: The Club denies that there is any lack of morale as suggested or otherwise. In the contrary the team in place have continued to work to a high standard and within the COVID-19 safe environment that we have put in place. Whilst we cannot comment on specifics, no complaints informally or formally have been received up to now.

Response: we have clear evidence to the contrary, that there are morale issues at KH and members of the EC have been concerned about this.

Q9: This whole issue seems to be compounded by poor and delayed communication from the Board and Kimber House, and we seek information on how the board will prevent this scenario happening again in the future.

A9: This is a personal opinion and does not appear to be a proportionate request for information. In addition, the Club denies that there has been any "poor" or "delayed" communication as suggested and the Club cannot be criticised for respecting and adhering to employee confidentiality.

Response: we disagree with this response. The cloak of 'confidentiality' is again being used to deflect a more general concern about communication to CRBs and members. While one EC faction (mainly the officers) appears to strive to limit information going to members, the other, including those who resigned, wishes to exercise greater transparency.

Q10: Since the Board has had to co-opt additional members to the Board to become quorate, we would like to understand how the Board proposes to operate going forward.

A10: At present, one extra Board member has been co-opted onto the Board to ensure we have the minimum Board members as required. This addition had no bearing on any HR decisions already made. Further Board members will be sourced when things settle down again. In the latter part of 2020, the Board had clear plans for the Club in 2021, with identified sources of income including new streams, and a route to stabilising membership with new initiatives as demonstrated in 2020, and avoiding subscriptions increases that are not considered sustainable in the current market. This progression has been severely undermined by actions that have not respected the responsibility of the Directors in Employee/Employer matters and given that an AGM with elections was only held in late January 2021.

Response: we are unsure as to which directors have not 'respected their responsibilities in HR matters'. Those who resigned certainly did by ensuring that HR disciplinary matters were brought to the whole Board as per the Club rules and not decided by a faction. As for the AGM in January, subsequent events have alerted CRBs to serious issues which cannot wait until July 2021 as has been suggested by the existing EC. Besides, CRBs have the right to call emergency meetings at any time they feel their club is being mismanaged.

Q11: We will support and expect an immediate wide ranging review of the running of Club Office, levels of accountability of employees, voting rights of Directors and in particular the validity of the Chairman's casting vote.

A11: An independent review has been undertaken involving all staff, and no recommendations or action points were made in relation to this review. In any event the Club is committed to developing and training both the staff and directors. To this end a development programme is being considered and will be actioned in due course. The voting rights of Directors are defined in the Articles. If there is an equality of votes then the Chair has a casting vote that is valid on any question.

Response: we are not aware of any independent review into employee accountability nor of any plans to develop and train staff and directors. We are aware of a specific HR investigation which, based on the evidence submitted, seemed to us as being somewhat lacking.

On the casting vote, while the Club's rule does state that the Chairman can cast his vote as he pleases, it is apparent with little effort to discover that good practice in the use of a casting vote is to vote for the *status quo*, ie. the Chairman having voted one way should then vote the opposite in order to neutralise the first vote in a split and contentious decision. This information was communicated to all remaining directors the day after the decision to dismiss but was completely ignored. It could have been a way out of the current situation with little loss of face, reduced staff anxiety, and saved members' funds being spent on HR and legal services. It should be stressed that the Chairman who cast two votes in the same direction, was the same person who phoned the employee asking her to resign some days prior to the full EC's decision to dismiss her (see 4).

Q12: As we now know four out of nine members of staff received disciplinary action.

A12: We cannot comment on specific individual cases due to both employee confidentiality and to ensure that any internal or external processes are not prejudiced.

Response: four members of staff were involved, and three received disciplinary action which we believe to be excessive.

Q13: The appointment of this additional member appears to have been made in order to enable disciplinary action to be taken after half the Executive Committee had voted against the action and subsequently resigned resulting in an inquorate Executive Committee.

A13: False. The extra Board member co-opted onto the Board was to make the number up to the minimum level of six. This extra member has had no vote in the decision-making process concerning the disciplinary action. The extra Board Member was selected on the basis he had been interviewed previously by the President for the role of Club Chairman, and very positively recommended. There were no other candidates with this level of credibility available.

Response: this is a statement and not a question, but amounts to a 'straw man'. It is essentially a repeat of Q. 10 but allows the author to elaborate upon something which was not raised in the 'question' – the *bona fides* of the additional EC member.

Q14: We were surprised and concerned that the Club statement issued on 19th February refers to four members of staff breaching procedures and inaccurate information being circulated amongst CRB's.

A14: This is a statement and not a question.

Response: three members of staff were disciplined, four and possibly five members were involved. The suggestion of inaccurate information has been raised previously, but KH has so far not elaborated.

Q15: Are you able to confirm the timeframe of the disciplinary process?

A15: On the basis of employee confidentiality and in order to ensure a fair and proper disciplinary procedure is followed we are unable to provide specific details, save for the Club followed their disciplinary policy as detailed in both the staff handbook and employee contract.

Response: the timeline (not timeframe) is that the GM reported the issue at the December EC stating he 'could not envisage working with two employees should their employment continue'. At the January EC the issue was further discussed and it had been passed to the HR specialists. On January 29<sup>th</sup> the Chairman phoned one employee to request her resignation, and at the emergency EC meeting of 3<sup>rd</sup> February the EC met to decide whether or not one or both employees should be dismissed.

Q16: Requesting the names of the three directors reported to have resigned at the Board meeting 3 Feb 2021, even if you feel that an answer is not possible from you. As stated in my email, the subject is not the issue, merely the fact of the resignations and their names.

A16: The three Board members that stood down were Dave Tynan, Lorraine Noble-Thompson and Colin Withers.

Response: correct. Three directors stood down due to the actions of four other directors and the GM.

Q17: We note there have been calls for a special Council meeting to discuss this matter. We do not support this move at present and believe it is best resolved by thoughtful management from the board and the general manager, perhaps with some form of mediation.

A17: This is a statement and not a question.

Response: Again, an answer which dodges what is clearly an implied question. Calls for emergency Council and General Meetings have been made because the current EC has not been very 'thoughtful'. Mediation has been offered on a number of occasions involving a trained and qualified mediator but these approaches have been rejected by the Chairman. The President and Vice-Presidents have also offered to mediate but have also been rebuffed. The emergency meetings are imperative in order to resolve a number of issues regarding poor governance.

Q18: I believe this is much more than a Health and Safety matter and brings into doubt that the MGCC had adequate contingency plans in place to cover for the absence from work, of key personnel.

A18: This is a statement and not a question. In any event the Club will say that it is misconceived.

Response: again, a pedantic response which says more about the person compiling these alleged 'questions' than it does about the EC's willingness to engage with members. 'Misconceived' is an odd word to use when members are asking about the welfare of staff and the future of their club. There is a missed opportunity for the EC to have responded that it does have contingency plans in place for staff absence, and that it has from the beginning of Covid had a plan in place which ensures KH personnel are safe during their working hours.

Q19: Was the staff member working from home when they visited Kimber House when they should have been self-isolating?

Q19: We cannot comment on specific individual cases due to both employee confidentiality and to ensure that any internal or external processes are not prejudiced.

Response: we cannot understand why the question of whether or not an employee was working from home is covered by employee confidentiality.

Q20: When was the decision made about any disciplinary actions against the staff members?

A20: We cannot comment on specific individual cases due to both employee confidentiality and to ensure that any internal or external processes are not prejudiced.

Response: the correct answer is that the decision was made by four or possibly three members of the EC and the GM sometime before the 29<sup>th</sup> January when the Chairman phoned one employee asking for her resignation. The full EC meeting of 3<sup>rd</sup> February was not the time the decision was made, but through the casting vote the date on which the decision was in effect confirmed. Refer to Q.4.