

MG Car Club Council Meeting 27th March 2021 - Meeting Minutes

Agenda

1. Any Statements and questions related to the “no confidence” motion.
2. Motion 1
This Council confirms that it has no confidence in the Club Chairman and the current directors, excluding Peter Cook.
3. Any other business.
4. Close of meeting.

Members in Attendance

Set out below are the members who attended as Council Members representing their CRB or as Guests. Yellow highlighting indicates a Voting Member.

CRBs Booked		
635	Sean	Round
Abingdon WC	Richard	Martin
Anglia	Tony	Batson
Anglia	Robert	Muir
BCV8	James	Wheeler
Caledonian	Paul	Snee
Caledonian	Robert	MacGillivray
Cockshoot	Paul	Goodman
Devon & Cornwall	Bernard	Curren
Devon & Cornwall	Pete	Opie
FWD	Ken	Armstrong
Lincs	David	Stonehouse
Lincs	Malcolm	Clark
Magnette	Paul	Batho
Magnette	David	Halliday
Metros	David	Javes
Metros	Emma	Cross
MG Cup	Peter	Burchill
MGB	John	Watson
MGB	Neil	Hyett
MGC	Mike	Haughton
MGC	Colin	Howes
MGF	Nigel	May
MGF	Jane	Parry
MGOT	Nigel	Silman
MGOT	Mark	Peters
Midget	Steve	Clark
Midget	John	Grainger
Midget Challenge	Mike	Parker
Midlands	Roger	King
Midlands	Paul	<u>Hollingsworth</u>
MMM	Richard	<u>Morbey</u>
MMM	John	Summers
NW	David	<u>Rainsbury</u>
SE	Chris	Leigh
SE	Austin	Banner
Speed Champ	Danny	Cusworth
SUV	Ian	Trevena
SVW	Jim	Andrews
SW	Jim	Lott
SW	David	<u>Mothersdill</u>
T Type	Ian	Palmer
T Type	David	Chandler

CRBs Booked		
Trophy	Bruce	Woods
Trophy	Peter	Macwaters
Tyne-Tees	Noel	Lindford
Tyne-Tees	Anthony	Wood
Ulster	Terry	Ingles
V8	Victor	Smith
V8	John	Cumming
Vintage	Debbie	Brading
Y Type	Chris	Callaghan
Yorkshire	Colin	Brear
Yorkshire	Stephen	Dobson
Young Persons	Iwan	Jones
ZR/ZS/ZT	John	Thompson
ZR/ZS/ZT	Geoff	Hirst
MGA		
Twin Cam		

Executive Committee		
Keith Williams		Not Attending
George Wilder		Not Attending
Richard Coulston		Not Attending
Dave Saunders		Not Attending
Paul Money		Not Attending
Peter Cook	Peter	Cook
President		
John Day		Not Attending
Vice-Presidents		
Bill Silcock		Not Attending
Ian Quarrington	Ian	Quarrington
Peter Best	Peter	Best
Ron Gammons	Ron	Gammons
Invited Guests		
Guest (Meeting Arranger)	Lorraine	Noble-Thompson
Guest (Meeting Manager)	David	Tynan
Guest of Signatories CRBs	Howard	Gosling
Guest of Signatories CRBs	Roy	Locock
Guest of Signatories CRBs	Colin	Withers
Invited Guest of Tyne Tees	Mervyn	Gillespie
Invited Guest of V8	Chris	Hunt Cooke
Minute Taker	Peter	Spurrs

Total of 57 Council Members attended the meeting with 12 Guests.

Introduction

The Meeting Manager opened the meeting

- It follows the precedent of an on-line meeting set by the Annual General Meeting held on 23rd January 2021.
- The Meeting will be recorded for minutes and transcription purposes. Members who objected to recording were invited to leave. None of the Members left the Meeting. Recording commenced.
- Meeting etiquette was explained: Members were asked to remain on mute unless speaking and questions to be asked via the chat box facility on the Zoom meeting system.

Apologies

FWD Member Ben Hatton is ill. He is replaced by Ken Armstrong.

Chairman Of The Meeting

The Chairman of the Club normally chairs Council Meetings; however he does not wish to attend. Under the Club's Articles, the role passes to the Vice-Chairman who has also chosen not to attend. Next is the President who is unwell and unable to participate. Ian Quarrington, as a Vice-President is next in line, is present and has agreed to chair this Council Meeting.

Chairman's Remarks

We must remember to conduct ourselves in a manner befitting the motto of the Club – The Marque Of Friendship. We are in the middle of a pandemic. Please don't forget those who have suffered.

Opening Statement – Meeting Manager

Has this meeting been validly called?

- This Council Meeting has been validly called despite the claims made in the email attachments sent out by the new company secretary on Wednesday evening 24th March 2021.
- The Council Meeting has been called by seven Council Members each acting with the approval of their CRB committee evidenced by certified copies of the minutes of their committee meeting.
- The meeting was called in a formal letter to the Executive Committee made in accordance with the Club's Articles requiring the Executive Committee to both call and arrange the meeting. The Council Members who had co-signed the call to the Executive Committee did not receive a reply, even to several reminders, so following the Articles the co-signatories have themselves arranged this legally valid Council Meeting today under para 3 Sch. 14 of the Corporate Insolvency and Governance Act 2020. The validity of this Council Meeting has been confirmed with a legal opinion. Furthermore, the Council Meeting is being held as a virtual meeting in accordance with the relevant provisions of Articles 79 and 81 of the Club's Articles.
- The precedent we refer to is the use of a meeting organiser and manager to assist in operating the technology involved which follows the format of the online meeting used for the Club's Annual General Meeting held in Jan 2021.
- This is an online meeting because of the Covid lockdown restrictions on physical meetings.

The recently appointed company secretary, Edward Vandyk, has commented: "this precedent is not applicable to a Council meeting, accordingly the Council Meeting on 27th March 2021 has not been validly called." This is incorrect. This is a non sequitur; the validity of the call is not dependent on the AGM precedent.

What are the concerns of the seven Council Members who feel the existing management and direction of the Club has been poor and, in many ways, unacceptable and justify calling the meeting with a "no confidence" motion?

Concerns over the dismissal process and outcome

In mid-January 2021, five Council Members became aware of an ongoing heavy handed disciplinary process at Club Office that they found had started at the beginning of December 2020. Those Council Members sent a joint email to the Club Chairman urging that the disciplinary process be halted with

immediate effect and that urgent steps are taken to improve the professional management standards and restore staff morale. The Council Members did not receive a reply to their email from the Chairman of the Executive Committee and their call for the disciplinary process to halt was ignored.

Serious concerns over the management of the disciplinary process involving Ineke Sherman and other colleagues

The outcome of disciplinary investigation with the report prepared by the HR consultant retained by the Club, was that the Club Chairman contacted Ineke Sherman on 29th January 2021 to discuss her dismissal and informed her she would be dismissed. That call was made without authority as under rule 9.0 & 9.1 that All Staff appointments, changes in duties, terms and conditions, or dismissal, are the responsibility of the Executive Committee.

- On learning of this from Ineke four directors called an emergency Board meeting so they could have full information and be able to discuss the matter. At that Board meeting on 3rd February 2021 the issue of the dismissal letter and another disciplinary letter were approved by a vote where the Chairman used his casting vote. Following that vote three directors resigned in protest.
- Disciplinary process - unnecessarily heavy handed toward Ineke Sherman,
- Dismissal outcome - out of proportion with the misdemeanour.
- Following discussions with a leading HR consultant their opinion is the disciplinary case was not handled well and the outcome was disproportionate to the extent of the misdemeanour (breaching Government home quarantine guidelines in early December 2020) and would be very likely judged so at an employment tribunal.
- Disproportionate - to support this an incident was reported on 20th January 2021 in the Times, after the Covid constraints had become law in the UK on 15th January 2021, a number of Metropolitan Police officers had breakfast as a group in a café in breach of the Covid rules (then law) which resulted in their each being fined and reprimanded but not dismissed.

Dismissal appeal

Ineke Sherman has made a dismissal appeal following which she learned the same HR consultant who had handled the original disciplinary investigation for the Club would also handle the appeal. Ineke requested an independent party should be appointed as she was concerned over conflicts of interest. An independent HR consultant was engaged and the dismissal appeal meeting was held in the week ending 12th March during at which we understand the HR person became concerned with the documents both parties held for review as part of the dismissal appeal, particularly documents made available to Ineke in response to her SAR (Subject Access Request) of which the HR consultant was unaware.

Serious concerns over the governance of the Club

- Keeping fellow directors in the dark over the disciplinary process.
- Since December 2020 the process has been handled by a trio of Club officers as a small self-appointed subcommittee of the Executive Committee which effectively excluded four fellow directors so they weren't fully aware of what was going on with the HR disciplinary process.
- Decision to dismiss Ineke taken without Board approval. This was made before the matter had been discussed and decided by the whole Board.
- Concerns from the 3 directors who resigned that they were not kept fully informed of the investigation and its findings by the Officers.
- Powers of the Board transferred to a subcommittee of the Executive Committee which then effectively excluded one director.
- At a Board meeting held on 16th March 2021, lasting only 7 minutes, the Executive Committee appointed a subcommittee of the EC consisting of all the then directors of the Club but excluding Peter Cook and delegated to that subcommittee all its powers. In effect a parallel Board had been established which excludes Peter Cook, and which we understand is not required to publish any minutes of its meetings. This is a very unwise and desperate step and one which most Council Members regard as unsatisfactory and potentially dangerous.

- Failure to respond to a co-signed letter sent by a group of Council Members to the Club Chairman and Executive Committee members on 31st January 2021, and subsequently a further 12 formal communications (including chaser emails).
- Failure of the Executive Committee to respond to the requisition for a General Meeting made by seven Council Members for which the 21 days period in which the directors are required to call a General Meeting ended at midnight on 10th March. As the EC had not called a valid General Meeting by that deadline, the Council Members sent the Executive Committee a formal call for their own General Meeting to be held on 17th April 2021 together with the requirement that a formal Notice of the meeting be posted on the Club website promptly and in the April issue of Safety Fast! to give proper notice of the meeting to Club members as is required by company law. There was a complete failure by the Executive Committee to respond to that formal call and in particular the Executive Committee did not authorise the Club Office staff to put a copy of the Notice on the Club website or include a copy of the Notice in the April issue of Safety Fast! We feel this shows an attempt to block a legitimate call by seven Council Members and to block the necessary notice to all members.
- Failure of the EC to post a copy of the Notice of the General Meeting Despite three reminders from the seven Council Members, the EC had failed to post the Notice on the Club's website and in the next issue of Safety Fast! to give members at least 28 clear days' notice of the meeting.
- Statement with the appointment of a new Company Secretary. The statement received from Edward Vandyk on 19th March 2021 announcing he had been appointed the new Company Secretary on "his terms" was alarming as it included the suggestion, without any credible evidence, the calls made by the seven Council Members for the Council Meeting and for the General Meeting were not valid. We promptly requested he provide such evidence that the meetings were not valid and await his full reply.

Serious concerns over Club Office management

- Management of the Club Office
Many Council Members and other Club members have contacted the seven Council Members to report their emails sent to the general manager have not had a reply.
- Failure to produce all documents required by a SAR made by Ineke Sherman
We understand there has been repeated demands by Ineke to the general manager to produce all the documents required to meet the SAR (Subject Access Request) she had made following her making her dismissal appeal. Failure to fully comply with a SAR is a serious matter and could result in an investigation by the Information Commissioners Office (ICO) and consequences for the Club and possibly for the member of staff responsible for data security and fully complying with a SAR.
- Removal of a paid-for quarter page advert with a copy of the Notice of the General Meeting
The advert was paid for by a generous member to try and ensure all Club members were given proper notice of the General Meeting called for 17th April 2021 but during the final proofing of the copy for the April issue of Safety Fast! the advert was removed by the general Manager. This was a brazen act to further frustrate our providing proper notice of that meeting. It is totally unacceptable.
- Concerns over the cost of legal advice where solicitors have been instructed by the Club Council Members are naturally concerned over the legal costs the EC may be incurring in connection with their wish to frustrate or cancel the meetings called by the seven Council Members

Despite numerous emails sent to the Club Chairman and the Executive Committee by the President, Vice Presidents and the seven co-signatories, no detailed answers have been given, only that they followed HR advice & that they can't discuss further due to employee confidentiality. Peter Cook is the only Director present from the current Executive Committee, but due to the formation of a sub-committee to which the current board (except for Peter) have delegated all their powers, he is no longer party to any decisions or receives any information relating to this or any other matters pertaining to the running of the Club.

It's also important to note that a qualified and highly respected mediator Howard Gosling has made numerous attempts to speak to the Club Chairman to try and resolve all the issues with little success. The Executive Committee have also had the opportunity to attend this Council Meeting, but only Peter Cook has registered to attend. An email sent to Ian Quarrington from Club Chairman Keith Williams stated he would not attend.

The Meeting Motion Was Read Out

"This Council confirms that it has no confidence in the Club Chairman and the current directors, excluding Peter Cook."

Questions Invited From Voting Members

1. Sean Round

How representative are the views of the seven Members of the membership as a whole?

Victor Smith: Inquiries of the CRBs indicate support to be in the region of 76%.

Sean Round: Expressed concerns around the appropriateness of the timing of the vote. With all of the emails, it has been difficult to understand the general consensus.

2. Paul Batho

Question to Peter Cook asking for the background to the formation of the sub-committee.

Peter Cook: There is not much to say. The last Executive Committee Meeting was unusual in that only George Wilder and Peter Cook submitted reports. The meeting lasted seven minutes. Peter protested and asked for an explanation for setting up a parallel Board. Dave Saunders said "you are on the list to be the new Vice-Chairman, if you stay on the Board as it is, there may be actions or things said which could make it very difficult for you to become an officer of the Club". "I thought about this quite a bit and thought it really does sound a bit sinister. It sounds as if the plan is to either breach company law or to breach our own Articles of Association. That may be the reason. I've no idea, but it sounds pretty unhealthy to me that they should set up a parallel Board because I would be the only dissenting voice on many of these things. I voted against the sacking of Ineke, for instance. I decided to stay. It is just a personal view that I could do more by staying than leaving and that's not a reflection on the other three that resigned. The real answer to your question is held by the other five directors, including one who has just been co-opted."

3. Paul Hollingworth

What part did Bill Silcock play, because it happened on his watch?

Meeting manager: It is difficult to say and he is not here to speak for himself.

4. Bernard Curren

Mr Vandyk's communication inferred that individual members are not being represented democratically by their CRBs. Can we find a mechanism of confirming that each of the Voting Members is representing appropriately their CRB by having had at least a committee meeting, if not, further engagement, to ensure that Council Members are appropriately informed and guided? It might be a valuable part of the process moving forward.

Meeting Manager: the system is a little like the parliamentary system where you elect someone to represent your views. Council Members should have talked to their Members already and should be able to represent their views.

5. David Stonehouse

When the four directors who voted against the sacking, was it an employment issue or a vote against the other Board members?

Meeting Manager: As a people manager with HR knowledge and experience, the sanction dictated by the Executive Committee was too harsh. It was clearly not the right thing to do. Mitigation should have been brought into play, given Ineke's personal status. My vote was based solely on the case.

Other EC Members: Agreed.

6. Iwan Jones

Will the sub-committee make a difference to the vote?

Meeting Manager: No. The legalities will come out in the General Meeting in April.

7. Chris Leigh

Minor point: If non-voting members wish to join the meeting, they should be invited. Of the 10,000 Members, 1,500 are in the South East Centre. That there are various views is not surprising. The South East Centre has had three full committee meetings to discuss the issues. It is felt that there is not enough evidence for a vote of no confidence because the Executive Committee might have followed the advice of the HR contractor. The Club is a civilised club with civilised methods. There is a concern that the Club may end up being split because of this approach.

Meeting Manager: The other directors were invited to the Council Meeting to allow them to be part of the process and to present their case, but did not wish to do so. Ian Quarrington was in touch with them again yesterday and they made it clear that they had no wish to attend. The vote is a matter for the Council. There is already a split in the Club which we need to work hard to heal.

8. Steve Clark

A joint response to Mr Vandyk would be appropriate, it should also be put on record.

9. Roger King

The situation is devastating, a solution is required to keep the Club together. How did it get this far? What did the General Manager do in setting up the COVID rules for the employees? Did they have a meeting? Were the employees made aware of the draconian consequences? The GM should have informed the Chairman. At that point the disciplinary process should have stopped and Bill should have gone to the Board to tell them and that the only solution was instant dismissal for gross misconduct. It is that level of gross misconduct which concerns us greatly. It should be a Board priority and is a breakdown in governance.

Meeting Manager: The process did involve the chairman and GM, but their recollections are opposites. The HR consultant gave advice to the Board, but when briefing the HR consultant, it is very easy to lead them to the outcome you want.

Peter Cook: During the December Board meeting, the GM stated that he could not envisage working with either Colin or Ineke should their employment continue. Basically, he was saying that we sack both of them, or he goes. A compromise was reached where Colin received a written warning and Ineke was to be sacked. The GM's brief to the HR contractor is not known. By February, the outcome had already been decided. The vote was four 'For' and four 'Against'. The Chairman effectively voted twice by using a casting vote. Good governance says that when there is a split vote, you stay with the status quo because it is too contentious to go forward.

10. Jim Lott

Confirmed that his committee has met several times and he has its backing.

11. Geoff Hirst

This is not what he joined the Club for. If the HR advice is to be challenged, it can be done by complaining to the CIPD. The single issue is being used as an argument for dismissing the Board. A proper justification needs to be seen. He remains unconvinced, is not aligned with the SE Centre and has consulted his members.

Meeting Manager: The General Manager's actions are not relevant to the Council Meeting.

Geoff Hirst: Has not seen an HR report leading to the dismissal

Meeting Manager: There is a report which only the Board has seen.

Peter Cook: The HR person is not a member of the CIPD, so cannot be reported. Their qualification appears to be a BA in HRM from the University of Hertfordshire, graduating in 2010.

12. Confirmation that Council Members have the views of their CRB Members

Confirmation s from Peter Burchill, Sean Round and Bernard Curren.

13. Ian Palmer

The problem was started by the overly harsh treatment of Ineke. The events over the preceding weeks have been appalling. Creating a sub-committee to exclude the only director who disagrees is gerrymandering of the worst order. Yesterday, the T Register voted unanimously to support the motion.

14. Sean Round

It is a difficult decision. Should the replacement Board be more neutral given the emotional nature of what is going on and to avoid any more splits?

Meeting Manager: Good question. He was approached by a lot of people encouraging him to stand. He agrees that new people are needed, his aim is to provide continuity. The new directors (if elected at the General Meeting) will all offer themselves up for re-election at the following Annual General Meeting.

Sean Round: He is not opposed to the people, but the neutrality issue should be kept in mind.

Meeting Manager: Agree, we need to bring the Club together.

15. Peter Burchill

Expressed dismay and fears for the future of the Club. The Club is exposed from the HR point of view. Was any formal documentation issued to employees? It is very easy to rack up massive legal fees. We need to make a decision to move forward as a club.

Meeting Manager: Generic HR / COVID-19 documentation was put in place in July 2020. He does not know if employees signed it.

Peter Cook: The employee must have signed and dated the document for it to be valid. The guidance was issued by the General Manager in July 2020 and was not signed by the employee. The bigger issue is the creation of the parallel Board. The Board elected at the AGM in January 2021 has been disabled. Also official documents which used to be available on the website have been removed.

Ineke knows that she hasn't seen all of the relevant documentation in response to her SAR. She has asked for the Blue Book minutes which are a full record of the Board meetings, but has not received them. It is a governance issue as well as HR matter.

16. Debbie Brading

Expressed horror that nothing was done until July 2020.

17. Richard Morbey

Expressed sympathy for Ineke, she has transgressed, but the punishment is disproportionate. He is also concerned that the Council Meeting process is also disproportionate and is not convinced that the resolution is the right thing to do – it risks the implosion of the Club. The new proposed Board members are a major concern – it is a job lot, take it or leave it.

18. Dave Stonehouse

Mr Vandyk has said that the Executive Committee doesn't recognise the Council Meeting as valid and will not resign. Given that, what is the way forward?

Meeting Manager: No-one knows what the EC will do. In order to be compliant, we need to have the Council Meeting as the first step of the process.

Victor Smith: Legal advice is that the Council Meeting is valid. Mr Vandyk's letter is threatening and bullying.

Dave Stonehouse: The Meetings may be valid, but the Executive Committee won't recognise it.

Victor Smith: At the worst, it will require a court order, for which a twelve-month wait is expected because of the backlog caused by Covid. The law allowing virtual meetings is valid until 30th March 2021. There is a well-regarded statement from the Chartered Governance Institute supported by the City of London Law Society, the Department for Business, Energy and Industrial Strategy and the Financial Reporting Council that the virtual meeting concession should be continue to be followed by companies up to the end of October 2021 despite its ending on 30th March 2021.

Chris Hunt Cooke: It would be unfortunate if we have to go that way.

19. Ken Armstrong

If these people are willing to ride rough-shod over the process, what do we do now?

Victor Smith: If today's vote is against the motion, the Board would be within its rights to ignore it. We then need to proceed to a General Meeting. We have done our best to inform people of the General Meeting on 17th April 2021 despite the blocking actions of the Executive Committee.

20. Mark Peters

Does the Club carry insurance to cover these events?

Meeting Manager: Yes. It is not known if the insurer will pay out if the HR advice was incorrect. Indemnity insurance is also in place.

21. Paul Hollingworth

Why are there two versions of the EC minutes?

Meeting Manager: the system has been in place for a long time. It should only be used to protect confidential commercial matters. There has been far too much reliance on them.

22. Nigel Silman

Question to Peter Cook – how will the sub-committee be removed?

Peter Cook: Under a new Board, the sub-committee would disappear. The whole purpose of the sub-committee is to meet in secret. Peter said he has written to Companies House regarding the creation of the sub-committee. The response stated "...this sounds very irregular for a company to have two Boards of directors in the way you describe..." The sub-committee has no requirement to produce minutes; there is no quorum requirement. The problem is all about governance.

Meeting Manager: The Executive Committee answers to Council.

23. Chris Leigh

Expressed his feelings that name calling demeans all of us, General Meeting Motion 2 is an attack on democracy because it is highly irregular and there should be an opportunity to offer alternative nominees for the Board.

Meeting Manager: It has always been made clear that CRBs can nominate others to stand for election at the next AGM later in 2021. Other nominees have been actively encouraged. The process has now passed the point of accepting further nominees for the General Meeting.

24. Roger King

Expressed concern about the consequences of the vote. The Club is only six months from another AGM. He has no confidence in the Board, but there is there no other way to move forward.

25. Peter Burchill

How exposed are the assets of the Club? Mr Vandyk has a reputation for dispersing assets.

Meeting Manager: Mr Vandyk's motivation is not known. Personal opinion is that the Council system works well because under one-member-one-vote, meetings can easily be loaded with a large group of members with a particular view as the Building Societies found out to their cost. The current structure of the Club with voting by the Voting Members each representing their CRB adds a layer of protection for the Club.

26. Debbie Brading

How was the Company Secretary elected? Was it advertised? Is the Company Secretary a member of the Board?

Peter Cook: The post was not advertised. A letter was sent by the sub-committee asking for Board agreement – it was passed 5 'For' and 1 'Against'. It is not known who proposed the appointment.

Meeting Manager: Company Secretary is not a Board position.

Some time ago, Mr Vandyk offered to become Treasurer; his offer was declined by the Board.

27. Paul Goodman

Paul said that he has exchanged emails with Mr Vandyk. Mr Vandyk says he represents his Members (meaning the MGA and Twin Cam members), but the other CRBs do not. Paul has spoken to several MGA Members and they don't even know who Mr Vandyk is! He believes that Mr Vandyk has a personal agenda and wants to change the Club completely.

28. Geoff Hirst

Asked if anyone has any information on the rumoured financial irregularities.

Meeting Manager: None of the seven Council Members have seen any information to support those rumours and have not circulated such rumours.

29. Anthony Wood

The HR issue with Ineke is not the point. The lack of accountability is the problem. In his time as a Member, he has already been through upheaval twice in the past. In his experience, the Members will work to bring the Club back together, but it will be bumpy. Currently, the sub-committee is not running the Club in the way it should and that's why we're here today.

30. Robert Muir

It has been suggested that a "Roadmap for the Club" exists at Kimber House. Was the action against Ineke used as a means of starting the process?

Meeting Manager: The Roadmap document does exist. When he received a copy, he sent it to the Board asking where it had come from. It is been determined that it has been in existence since May 2020, but he only became aware of it in February 2021. There is nothing wrong with roadmaps, companies do use them to assess their options. Of concern is that it mentions the redundancy of the Deputy Editor of Safety Fast! and the staff member running the Club Shop, the Regalia Co-ordinator.

Peter Cook: The document was last saved by the General Manager on 9th May 2020. Roadmap A (the one which was recommended) sees the General Manager becoming Chief Executive, promoting the brand around the world. Roadmap B has the redundancy of the two employees. The rest of the Board had no knowledge of this until the very last minute. The General Manager created it, some of the Board knew about it and the majority of the Board didn't know about it.

31. John Summers

Could the directors who resigned have done more if they had stayed in place?

Meeting Manager and Lorraine Noble-Thompson: No

Colin Withers: he regarded staying on the Board as dangerous. There had always been a split in the Board.

Peter Cook: felt that by remaining a director he could have had some influence. In the end, it turned out that the others were right. It is about handing the Club back to the Members.

32. Terry Ingles

Can Council Members vote as they feel at the Council Meeting or are they required to vote as directed by their committee?

Chris Hunt Cook: Council Members are representatives and can vote as they wish. (They are not delegates who must vote as directed).

Terry Ingles: The information before the Council Meeting was a deluge and unclear. Discussion in this meeting had clarified the issues for him.

33. Stephen Dobson

When changes are required at Companies House, a code is required. Are they accessible?

Meeting Manager: Cherina Scarrott has the codes.

34. Mark Peters

Perhaps the sub-committee has taken enough rope to hang themselves.

Vote

Meeting manager read out the motion that “This Council confirms that it has no confidence in the Club Chairman and the current directors, excluding Peter Cook.” Each of the 36 Voting Members was asked in turn to cast their vote: For / Against / Abstain

Result in summary:

	Votes
For	28
Against	6
Abstain	2
Total	36

The motion was carried.

Other Business

1. Where will the General Meeting be held? It will be on line.
2. Will the Chairman and Secretary be informed of the outcome of the Meeting
Victor Smith: Yes, will discuss the next steps with the solicitors on Monday 29th March. The Meeting Minutes will be distributed quickly and certainly well within the required timescale to allow the CRBs as much time as possible for discussion.
3. Terry Ingles requested clear instructions on how to inform Members about the General Meeting. Ulster hadn't informed its members because of their own lack of understanding.
4. Roger King asked if overseas Members had been informed.
Victor Smith: The information has been sent to the Council Members for them to spread the word.
5. Bernard Curran said that the proliferation of opinion and statements made it difficult to construct a message for the Members. Clear and concise information should be made available at each step.
Victor Smith directed Bernard to the microsite at:
<https://www.v8register.net/meeting/200417-general-meeting-index.htm>
6. Should the voting details be published?
Yes, they will be attached to the minutes.

Closure Of The Meeting

The Chairman stated that he will be speaking to John Day to give him a report of the meeting. He then closed the Meeting.

Appendix 1 – Voting Details



Motion 1

This Council confirms it has no confidence in the Club Chairman and the current directors, excepting Peter Cook.

CRB	Council Voting Representative	FOR	AGAINST	ABSTAIN
		28	6	2
CENTRES				
Abingdon WC	RICHARD MARTIN	1		
Anglia	TONY BASTON	1		
Caledonian	PAUL SNEE	1		
Devon & Cornwall	BERNARD CURREN	1		
Lincs	DAVID STONEHOUSE	1		
Midlands	ROGER KING	1		
NW	DAVID RAINSBURY	1		
SE	CHRIS LEIGH		1	
SW	JIM LOTT	1		
Tyne-Tees	NOEL LINDFORD	1		
Ulster	TERRY INGLES	1		
Yorkshire	COLIN BREAR	1		
REGISTERS				
Vintage	DEBBIE BRADING	1		
MMM	RICHARD MORBEY		1	
SVW	JIM ANDEREDS	1		
T Type	IAN PALMER	1		
Y Type	CHRIS CALLAGHAN	1		
Magnette	PAUL BATHO	1		
MGA				
Twin Cam				
Midget	STEVE CLARK	1		
MGB	JOHN WATSON	1		
MGC	MIKE HAUGHTON	1		
V8	VICTOR SMITH	1		
FWD	KEN ARMSTRONG	1		
MGF	NIGEL MAY			1
ZR/ZS/ZT	JOHN THOMPSON		1	
635	SEAN ROUND		1	
SUV	IAN TREVENA	1		
BRANCHES				
Young Persons	IWAN JONES	1		
BCVB	JAMES WHEELER			1
Cockshoot	PAUL GOODMAN	1		
Speed Champ	DANNY CUSWORTH	1		
MG Cup	PETER BURCHILL	1		
Metros	DAVID JAVES	1		
Trophy	BRUCE WOODS		1	
MGOT	NIGEL SILMAN		1	
Midget Challenge	MIKE PARKER	1		
RUNNING TOTAL		28	6	2