

**Haringey Leaseholders' Association
Committee Meeting
Meeting held on Thursday 9th of January 2014 at the Civic Centre**

In attendance

Committee:

Sue Brown (Chair) (SB)
Rita Batzias (RB)
Nick Martin-Clark (Secretary) (NMC)
Lukie Hewat (LH)
Tome Moniz (TM)
Kate Worley (KW)
Anne Gibson (Treasurer) (AG)
Peter Gilbert (PG)
Charlie Howard (CH)
Molly Ejon (arrived late) (ME)

Apologies from Raksha Thakore

The meeting was opened by Sue Brown at 19:10

Opening remarks

The Chair asked if anyone apart from Phil Hettiarachi (PH) was a member of the HLCCG. NMC pointed out that the HLCCG is not properly constituted so the question is a subjective one. LH said that everyone was. TM asked if it was ok for HLA / HLCCG to claim everyone as their members. There was a discussion of whether people can be members of organisations they have not participated in. It was pointed out that the HLA also has this but that the HLA does hold general meetings.

SB declared that she is vice-chair of the Leaseholder Panel and on the Scrutiny Panel. She was also vice-chair of her local residents' association. There was no serious conflict of interest.

PG said he had recently been appointed to the Tenants' Review Panel.

KW said she was a member of her local residents' association.

AG said she had gone to the Repairs panel and also the Asset Management panel. SB said that was a benefit not a conflict of interest.

In response to PG referring to SB as Chair, LH said that SB was no longer Chair. SB asked if anybody else wanted to discuss this question. PG said his understanding was that SB had been elected at the AGM and that nothing had changed. PG asked for clarification of the current position in light of the email sent by SB on 9/12/13.

SB said she had resigned and then withdrawn her resignation about 2 hours later. She had not accepted her own resignation as was her right under the constitution.

Consideration of whether SB's resignation as Chair should be accepted

The chairmanship of the meeting was handed to NMC for further discussion of this issue as the next most senior officer. PG was asked to take the minutes of the rest of the meeting.

19:20 ME arrived

NMC said that the constitutional issue was whether SB, who had sent an e-mail resigning as Chair, was still the legitimate Chair. Because people could resign in the heat of the moment, para 6f) of the constitution specified

that resignations would become effective once accepted by the Chair. This gave a chance to discuss the matter with the Chair and to reflect on whether to confirm the resignation.

In answer to TM, who asked whether SB was a committee member, NMC said that she had been elected as Chair by the AGM. He went on to say that SB could contribute to the discussion.

AG said that the constitution did not provide for anybody else to accept or consider a resignation by the Chair, and that this might need to be reviewed.

NMC said that the Committee had to consider the matter in the light of the current constitution. The position with regard to other Committee members was clear, but what needed to be considered was whether the Chair had the right to withdraw a resignation.

KW said that SB had conveyed her resignation to the rest of the Committee by email, and that the position seemed different from if another member had discussed resignation with the Chair but had not done so in public correspondence. NMC commented that that did not alter the constitutional position. KW added that SB had been a very effective chair of the HLA.

SB said that the constitution allowed a member the chance to calm down from an initial decision to resign and that this should apply to all members. KW said that the Committee had to appoint another person to chair the meeting, and NMC commented that he had been so appointed. NMC went on to say that, in the event of SB's resignation, it would have fallen to him as Secretary of HLA to arrange a meeting of the Committee to appoint a new Chair, who would hold office until the next General Meeting or AGM. LH said that the purpose of the current meeting was now to elect a Chair. In her view the constitutional position was clear. NMC replied that according to para 6e) of the constitution a vacancy for an officer should initially be filled by the Committee through co-option, and then an election would be held at the next General Meeting. If the Committee decided that SB had resigned, it would need to find someone who was willing to act as Chair. She had been a very good Chair and, from a practical viewpoint, there would be little benefit and considerable disadvantage to HLA if her resignation were accepted.

KW asked other Committee members to contribute to the discussion.

CH said to LH that he felt the constitutional position was clear but that it was the opposite of what Lukie thought it was. NMC had mentioned that the resignation of Committee members was a two-stage process, with the member submitting his or her resignation and the Chair accepting it in order for it to take effect. This was analogous to the position in certain two-party contracts of employment, where the employer had to agree to the employee's resignation from his position or ie, both sides had to sign it off before it became effective. CH said that SB had offered her resignation in her personal capacity and then not accepted it as Chair.

LH commented that the situation was muddy. CH said that it was even muddier in the case of the Chair. In other cases, a resignation would be submitted in writing and the Chair would have to decide whether to accept it. SB had sent an email but she had not formally accepted the resignation in her capacity as Chair of HLA. If it had been a legal contract, say one of employment, could the fact that it had not been accepted be ignored?

AG said that she had sought legal advice on the matter from a firm of solicitors that specialised in contractual litigation. She had told them that she was a Committee member of HLA, whose Chair had resigned, that there was a lot of debate on the constitutional position and that before she said anything she wanted to take legal advice on the matter. She had emailed them a copy of the constitution. The firm had replied that, assuming that the resignation did not bring the Committee below its minimum number, a vacancy was created, and that by implication the Chair had automatically accepted his or her resignation.

NMC commented that that might be the case if SB had not resumed her original functions, but that where any Committee member resigned the two stage process came into play.

CH asked why the procedure would be automatically modified when the Chair resigned and said that he would like formal proof of the situation. In his view, SB had not accepted her own resignation.

PG said that it was very unfortunate that the constitution did not provide for a post of Vice-chair, one of whose duties would be to receive, and consider on behalf of the Committee whether to accept, the resignation of the Chair. If SB had concluded within a brief time that she had been wrong to resign we should allow her rescission

of her resignation to stand, and if it came to a vote at the meeting he would vote that way. CH repeated that in the constitution resignation from a post was set out as a two-stage process and that nobody had formally accepted SB's resignation as Chair. TM commented that it would have been better if there had been something formal. NMC agreed that it might be necessary to propose a change to the constitution to the next General Meeting, and added that in the case of the resignation of a Committee member the Chair could have an outside view and help the member to reconsider whether that would be the best step. TM said that it was unfair to the members if a Chair was allowed by the constitution to change his or her mind repeatedly about whether or not to resign. CH commented that it was unfair if the resignation of the Chair did not have the same two-stage process as the resignation of another Committee member.

In reply to LH, who said that she did not recall a formal email appointing NMC as Chair, NMC explained that he was chairing only the current part of the meeting because SB was unable to chair while the members considered whether or not to accept her withdrawal of her resignation. If SB had resigned, he as Secretary would have been responsible for convening the meeting to enable the Committee to consider whom to co-opt as the new Chair, and he would have chaired that process until the new Chair was appointed and could chair the meeting.

KW said that she was concerned that NMC had asked her that afternoon whether she would be interested in chairing part of the meeting. NMC explained that he had been referring to the part of the meeting to do with PH where perhaps a neutral chair would be appropriate.

KW added that SB's resignation had changed matters and there was now a great deal of tension between Committee members. The Committee was in a difficult situation that she would like to be resolved. Nothing should detract from looking at the overall good of HLA. The question was whether we should continue to debate whether to accept SB's resignation or decide the matter now. She said that, if PH had attended, the meeting would have needed someone other than SB to chair it. She said that the debate needed to be Committee-wide and that the Committee needed to review the constitution, with proposals being submitted for consideration in advance of the next General Meeting.

ME commented that she was not sure what had been going on and she was trying to pick that up from what other members had been saying.

NMC said that, although the meeting had not been easy, there had been an excellent debate, and it was clear that members had different views over the interpretation of the constitution. He suggested that Committee members should consider the practicalities and what was the right thing to do on behalf of the HLA as a whole. SB had been an excellent Chair. The members who attended the AGM and who had elected her as Chair were the bedrock of the HLA, and Committee members should give very careful consideration to what was the good of changing Chair now, particularly as there was not enough time to be able to hold an SGM before the AGM was due, and the cost would be prohibitive even if both meetings were quorate. He pointed out that if the Committee elected a new Chair it would be for only three months or so until the AGM. He also asked whether anyone was willing to take over if SB were removed. Nobody indicated that he or she was willing.

KW said that the debate was whether SB had withdrawn her resignation in time.

CH said that he accepted SB's statement that she had withdrawn her resignation.

AG said that there were two separate questions, one whether her resignation stood and two, whether someone else was willing to take over. In practical terms, SB was very experienced and had been a very good Chair for the HLA. NMC asked how AG saw the position over the next three months. KW commented that that was blackmail. CH said that the Committee would soon be facing an AGM.

NMC asked for a vote. He explained that this would merely be indicative, as under item 7 d) the Chair had the final say on all procedural and constitutional compliance matters, and in his view as Chair of this part of the meeting whether SB's resignation had been properly accepted was a constitutional matter. He ruled that the constitution was clear and that under the constitution SB was still Chair, and that the contrary view would be unconstitutional. However, an indicative vote before the Committee went on to consider the rest of the agenda would be very useful.

KW said that a vote could cause major rifts. She was not sure whether the indicative vote would be on NMC's interpretation of the constitution that he had just set out or on whether members wanted SB to carry on as Chair.

An indicative vote was taken, and the members present voted by 4 to 3, with one abstention, that SB's resignation had not been properly accepted and that she was still the Chair. Neither SB, who had a direct interest in the matter, nor NMC as acting Chair, took part in the vote. He commented that it would take time for members to mend their trust in each other.

SB resumed the Chair.

PH's conduct in relation to the recent court hearing and since joining the Committee

Office

SB said that HfH had agreed in full the terms governing the HLA's use of an office, except that HLA would need to arrange public liability insurance. In reply to KW, she said that HfH had altered the contentious clauses to meet HLA's requirements. KW said that the Committee would need to have a full report on the potential office expenses. In reply to a question from TM as to what public liability insurance would cover and what it might cost, KW suggested that HLA seek quotations on line.

Finance

AG said that she would prepare a full financial report for the next Committee meeting. SB proposed, and the Committee agreed, that in view of the assurance that HLA bore no financial liability, a sum of £50,000 that NMC had paid into the bank account should be refunded to him.

Constitution Sub-group

It was agreed that the Committee should establish a working group on the constitution to report back in time for any proposals to be put with due notice to the AGM.

The meeting closed as it was gone 9pm, when lets of rooms at the Civic Centre cease.