

## **Independent Review Panel – Interim Report**

The Board of Directors (BoD) of T.R Owners Club Ltd, aka The TR Register (the Register), became concerned at the behaviour of one of its members and launched a disciplinary hearing which resulted in that member being temporarily expelled.

Through the medium of the Register's online forum supporters of the expelled member brought the expulsion to the trustees of the Spares Development Fund (SDF) of which he was a member. Since one cannot be a member of the SDF without being a member of the Register there followed a call for an EGM of the Register.

To limit the damage to the Register that would accrue from such an EGM, a compromise was reached in the establishment of an Independent Panel to investigate the events and to deliver an impartial report and recommendations to the board.

The remit of the Panel's investigation was specified as six topics. Under the heading of each topic are given the Panel's findings and recommendations.

### **1. To investigate in detail the goings-on in the Vale of White Horse Group (VoWH) from mid-2017 to the present**

VoWH which had dwindled to a handful of regular attendees was reinvigorated to up to 24 attendees by Robert Longstaff as Group Leader with Darren Cummings as his deputy.

It soon became clear that there were differing opinions as to how VoWH was to be run.

During this period no attempt was made to bring the developing factions together.

It became apparent that a split was inevitable with one group following the TR Register's current guidelines and the other group giving the impression they were not.

After a number of visits by other TR Register personnel the problem was raised to Board level for discussion.

After proxy voting was requested by some members of the group it was rejected by others. A decision was taken to have joint leaders. This arrangement soon foundered due to restricted flow of information between the two Group Leaders.

Subsequently Darren Cummings was invited to the Board of Directors to answer allegations about his conduct.

#### **Our recommendations are:**

**VoWH in its current form to be wound up. Any funds held by the group are to be redistributed to those who had provided them.**

**Robert Longstaff be allowed to continue with his new group, the Ridgeway, on his return from extended holiday.**

**Any remaining members of VoWH who do not wish to join the Ridgeway Group are free to join any other Group of their choice. If they wish to start a new group they must apply through the normal channels.**

**2. To investigate in detail the hearings involving Darren Cummings and the TRR Board of Directors (BoD) which resulted in the expulsion from the club of Darren Cummings**

What was originally intended to be a fact-finding hearing into Darren Cummings behaviour evolved into a disciplinary hearing because the TR Register has no formal disciplinary procedure. The invitation sent to Darren Cummings reads as if it were a disciplinary hearing.

Investigation revealed that the current Articles of Association give no guidance as to how such matters are to be addressed. The BoD elected to start the process without taking the trouble to formulate a process by which a disciplinary hearing should be convened.

BoD failed to ensure that Darren Cummings had 14 clear days' notice of the meeting but invited him to attend the next board meeting which was 14 days away. The invitation to the meeting contained headline statements of the behaviour under consideration and no detailed supporting evidence, which was available, was either attached to the invitation or tabled during the meeting.

**It is our recommendation that the BoD put in place a formal disciplinary procedure as soon as possible.**

**3. To investigate in detail the mechanisms used by the BoD in this expulsion, and whether the requirements of the club's Articles of Association and of the Companies Act 2006 had been followed correctly**

We believe that the BoD acted correctly in accordance with the current Articles of Association as there were no mechanisms for suspension, revocation or other sanctions with regard to a member's status.

**Our recommendations are:**

**That the Articles of Association and associated documentation be re-written to meet the requirements of modern governance.**

**In particular, the Articles of Association and the Code of Conduct for Members, be rewritten to include the ability of the BoD to suspend, revoke or otherwise change a member's status.**

The BoD as the senior committee of the TR Register is the final arbiter of all matters and, therefore, the Companies Act 2006 is not relevant to this issue.

We did find there is some confusion between the role of the BoD as the board of directors of the company, the TR Owners Club Ltd, and that as the management committee of the club, The TR Register.

**A further recommendation is that the BoD consult as to how this confusion can be clarified**

**4. To investigate the use of the forum in this case and the appropriateness of some of the members' postings**

In this particular case, and only considering this issue, we have found no inappropriate posts on the forum.

**Our recommendations are:**

**It is essential that each and every Board member engages regularly with the forum under their own name and not a pseudonym.**

**New forum rules should be put in place and suitably displayed on the forum with each new member required to agree to the rules upon registration. These should not attempt to suppress honest and reasoned criticism of either members or institutions of the Club**

**We recommend that the moderators seek guidance and provide consistent and firm moderation.**

**We support the concept of a forum area for non-technical subjects but to avoid giving a poor impression of the TR Register it should be within the members' only part of the forum.**

**There should be a specific board member responsible for the forum who is forum cognisant and, in effect, a group leader.**

**5. To investigate the appropriate use of authority by Directors and the Board, and the behaviour and actions of the parties directly involved, including members claiming confidentiality**

We are aware of one case of inappropriate behaviour by one Director which he subsequently apologised for. The apology was accepted.

In general we believe that other parties involved acted in the best interests of the TR Register with the exception of Darren Cummings who acted in a divisive and controversial manner at every point, refusing to work with Wayne Scott, Robert Longstaff and Derek Hurford.

During our investigation we found that there had been a misuse of proxy voting instigated by Darren Cummings.

**We recommend that the BoD look at proxy voting procedures, determine whether they require refinement and ensure that the process is properly explained to the membership.**

**6. To produce a detailed report of the investigation and of the findings, and to make recommendations as to any actions which the BoD ought to take in this case and the future.**

The report will be provided to the BoD in time for the 2018 AGM.

**Our recommendations are as outlined in points 1 to 5 above and the following further points:**

**The short version of the Independent Review Panel shall be published in TR Action and on the forum in a non-public area.**

**The current Group Leaders' Guidelines are not fit for purpose and need to be overhauled as a group constitution. Other clubs have a model which they will let us use.**

**After a long and thorough and at times distressing investigation by the panel it is regrettable that in this particular case we find that continuation of Darren Cummings' membership is not in the best interest of the TR Register and, therefore, he be given a life time ban from membership.**