

Voluntary Action-Leeds

Disagreeing with Committee Decisions

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WHAT CAN YOU DO WHEN YOU DISAGREE WITH A COMMITTEE DECISION?

Those present at a meeting of most committees make decisions collectively. This applies to management committees, trustee boards and many other types of committees. Although these decisions are made collectively, they don't have to be by an unanimous vote. In the case of a split decision the chair may have a casting vote, as long as this is allowed for in the governing document.

However, this can lead to situations where not everybody is happy with the decision made. A contentious decision may have needed the chair's casting vote, or a difficult decision may have been made when a number of committee members were not present. Decisions made in these circumstances can also lead to people feeling as though their contribution is not valued, especially if they have invested a lot of time into something.

What you can do about these depends on a number of factors.

If you were not present at the meeting

If you are unhappy with a decision made at a meeting you didn't attend there is not a great deal you can do unless:

1. You can bring important new information that wasn't available at the time
2. The decision made will lead to acts that are unlawful or illegal
3. The meeting shouldn't have been held because it was in-quorate or insufficient notice was given. The governing document will normally say how many members need to be present before a committee meeting proceeds – known as the quorum. It may also give requirements for how much notice needs to be given. This usually applies to general meetings, but can also cover other types of committee as well.

What you can do is to:

- a. Ensure that your apologies were recorded and minute your disagreement; and
- b. ask to raise the decision at the next meeting. However, the chair may not be prepared to re-open a contentious subject unless you have new information or insight on the subject.

If you were present at the meeting

If you are unhappy with a decision made at a meeting you attended, what you can do about it largely depends on what was decided and how important a decision it is. Your options are to:

1. Acknowledge that you were outvoted and leave it at that.
2. Speak to the chair informally after the meeting to discuss your concerns.
3. You could ask that your disagreement is recorded in the minutes of the meeting.
4. If a number of people are unhappy with the decision and it results in the management committee becoming unworkable then external help in the form of advice or mediation may be required.
5. If it is an issue you feel strongly about, but is not central to the running of the organisation you could ask to be excused when the issue arises so that you take no part in the discussion.

This could apply to areas that arise on a regular basis which cause profound disagreement and where you wish to register your disagreement in a manner that does not lead to continuing arguments. **NB** this does not mean you are not liable for any decisions made by the committee in your absence. For this reason you should be careful to ensure that important decisions are not made in your absence.

6. Resign from the committee.

LIABILITY FOR DECISIONS

Unfortunately the issue of liability can also arise as management committee or trustee board members are jointly liable for the decisions they make.

If the decision is one that has significant questions of liability – perhaps because there is the possibility of illegal activity, or because the decision could result in legal action, then there are only really two options that are available.

1. If there is a question of illegal activity perhaps around health and safety then you should approach the relevant authorities and raise your concerns with them. If there is a question of misappropriation of funds you have a duty to inform any relevant funders.
2. If the organisation is a registered charity, you may be required to report your concerns to the Charity Commission. This relates especially to situations regarding possible misuse of charity funds, any allegations of abuse, and anything impacting on the reputation of charities. For a complete list, see

<http://www.charitycommission.gov.uk/library/investigations/pdfs/rsinotes.pdf>.

There is a grey area concerning organisations whose objects are charitable but whose turnover is below the threshold for charity registration. These organisations are still subject to charity law so if your organisation fits this description you should approach the Charity Commission for advice.

3. Resign from the committee giving the reason for your resignation in your resignation letter.

REASONS FOR CONFLICTS

Disagreements can often arise because of underlying conflicts. These can be due to a range of reasons including:

- Differing expectations
- Issues of control
- Hidden agendas
- Personality conflicts
- Limited resources
- Misplaced hostility
- Lack of focus

If disagreements arise from any of these, it is important that the underlying cause of tension is tackled, otherwise it is likely that there will be an ongoing series of disagreements that will detract from the work of the organisation.

CONFLICTS OF INTEREST

A number of disagreements arise because of a conflict of interests. Conflicts of interest can arise in many different situations.

For example, somebody serving on a management committee or trustee board may find themselves discussing whether a crèche should be disbanded because the organisation cannot continue to fund it. If that person is also a parent with a child in the crèche, they have a conflict of interests as they are both a trustee and a parent (in this case a Service User).

Alternatively an organisation may reserve a place on their management committee for a representative from their local Community Association. Somebody filling this place can easily find themselves with a conflict of interest if a decision made by the organisation is not in the best interest of the Community Association. For example the organisation may decide to stop renting space in a community centre owned by the Community Association as they can get it cheaper elsewhere.

Charity and trustee law is clear that anybody acting as a trustee has to act in the best interest of the charity or organisation. **Any conflict of interest should be declared.** In the second example, the trustee appointed by the Community Association is first and foremost a Trustee of the organisation when serving on their management committee. They can say what the views of the Community Association may be on an issue, but they have to vote in accordance with the

best interest of the organisation; their main role is as a trustee of the organisation not as a representative of the Community Association.

As conflicts of interest can have a very damaging effect, good practice and charity law requires that any conflicts of interest are declared and their effects minimised. This may involve being absent from the part of meetings where discussions that result in conflicts of interest take place. It may also involve not discussing these matters with other trustees. The basic principle is to ensure that undue influence is not brought to bear and that proceedings are open and transparent.

Hence, if you disagree with a decision, you need to be clear that your disagreement is not due to a conflict of interest. If it is, you should declare the conflict and recognise that your views may be affected by that conflict.

FURTHER HELP

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FURTHER READING



A Guide to Conflicts of Interest for Charity Trustees -

<http://www.charitycommission.gov.uk/supportingcharities/conflicts.asp>



What is a conflict of interest? - <http://www.ncvo->

[vol.org.uk/askncvo/index.asp?id=490&terms=councillor%20conflict](http://www.ncvo-vol.org.uk/askncvo/index.asp?id=490&terms=councillor%20conflict)



Conflicts of Interest: Policy and Procedure - <http://www.ncvo->

[vol.org.uk/askncvo/trustee-governance/?id=625](http://www.ncvo-vol.org.uk/askncvo/trustee-governance/?id=625)



Handling Board Conflict - <http://www.ncvo->

[vol.org.uk/askncvo/trustee-governance/?id=581](http://www.ncvo-vol.org.uk/askncvo/trustee-governance/?id=581)



The Public Interest Disclosure Act 1998 -

<http://www.charitycommission.gov.uk/supportingcharities/pida.asp>

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