

Boddy Matthews Solicitors

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Our ref: HJB/0079

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Attn: The Members

30 September 2024

Dear Members

Constitutional and regulatory matters

We have been instructed by the Board of Trustees (the Board) since March 2024 to advise the Institute of Refrigeration (IOR) on constitutional and regulatory matters initially, in relation to a complaint that was made against a trustee and subsequently, in relation to communications between the trustees themselves.

The Board has sought advice in relation to the appropriate steps for dealing with the complaint in compliance with IOR's Constitution, policies and practices including the Code of Conduct and Disciplinary Policy, the IOR's duties as a registered charity and the duties and responsibilities of the Trustees to its members and other stakeholders.

Advice was sought on navigating through the difficulties that have arisen with a view to finding a satisfactory resolution for all concerned in the light of IOR's objectives and mindful of the overarching principle that the IOR is run for the public benefit with a membership of over 2200 individuals reflecting the diversity of the refrigeration, air conditioning and heat pump sector.

The then President was not willing to act collectively or transcend his own personal differences. This gave rise to significant difficulties with the then President's communications becoming increasingly angry and impassioned and regrettably, unprofessional and discourteous.

We advised the Board that its overriding objective must be to act in the best interests of the IOR membership as a whole and to carry out the charitable objectives for which it had been formed for the public benefit. We further advised that to be effective, the Board must be accountable to its members to act in the best interests of the IOR acting impartially and objectively in making decisions.

In order to maintain its effectiveness, the Board decided that the then President's position as Chair of the Board of Trustees and his in-person attendance at Board meetings was no longer tenable, but that he should remain both a Trustee and President and therefore continue to be involved in IOR Board business (subject always to respect for confidentiality of Board business and fulfilling his duty to act collectively as a member of the Board).

In our view, the Board followed due process and did not fall foul of any of its governing documents. All steps were taken in good faith to ensure the efficacy of the Board and the security of the IOR's reputation.

Yours faithfully



Boddy Matthews Solicitors

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