



Minutes

Minutes of the 27th Annual General Meeting
Held At 11.00 Hours on Friday 4 December 2015
Location Moor Hall, Cookham

The Chair, Matthew Neilson, thanked those Members present for attending and welcomed them to the meeting.

Before opening the meeting, the Chair advised that there would be a show of hands for voting and those present should all have voting cards; the meeting would move to a poll vote if required.

The Chair then formally opened the meeting, confirmed that it was quorate and that the Notice of the meeting would be taken as read, and he introduced the top table: Jenny Ashmore (President), Anne Godfrey (Chief Executive), Viv Silverman (Director of Finance), and Joanne Saintclair-Abbott (Institute Secretary).

There were 30 Voting Members present and apologies had been received from Geoff Dodgson, Lord Ezra, Andrew Harvey, Leigh Hopwood, Audrey Martin, Bernard Sargent, Francis Short and Peter Tomkins. There were no other apologies from the room.

1. Minutes of the 26th Annual General Meeting held on 19 January 2015:

The Chair asked for approval of the Minutes of the 26th Annual General Meeting and this was proposed by Derek Milward and seconded by Norman Waite. Twenty nine Members voted in favour with one abstention and the Minutes were therefore carried.

2. Annual Report and Accounts for Financial Year ended 30 June 2015:

The Chair invited Viv Silverman to take the meeting through last year's performance. Viv highlighted a number of key points, including that turnover for the year was £15.6m. – up 4.6% from last year. He also advised there had been a number of Capital Expenditure projects, particularly refurbishment of buildings, renewal of equipment, and new IT systems, including initiating work on a new CRM database. Finally, studying membership had increased but membership overall had decreased by 1%.

He thanked CIM's Audit & Risk Committee, and also CIM's Auditors, BDO, who provide validation of the figures, which he then commended to the meeting.

The CIM Chair asked if there were any questions.

David Chapman queried the deficit and the deferred income regarding qualifications. Viv explained the position and confirmed CIM will be taking up the deferred income.

Paul Strzevecki asked for clarification on the dates within the Annual Review. Viv said that the dates within the Annual Report and Accounts were correct as was the version of the annual review on cim.co.uk.

With no more questions, Peter Standing proposed that the Report and Accounts for the year ending 30.06.15 were received, Derek Milward seconded, and it was approved unanimously.

3. To re-appoint BDO LLP as Auditors of the Institute until the accounts are next laid before the members in general meeting and to authorise the Board of Trustees to approve their remuneration:

This was proposed by Colin Bradshaw, seconded by Jonathan Deacon, and passed unanimously by those present.

4. Special Resolution 1:

In accordance with Article 10 of the Charter of the Institute, it is hereby resolved by the Voting Members that, subject to such modifications as the Privy Council may require, the Bye-laws of the Institute shall be altered as follows:

Delete Bye-law 41 and substitute

- "a. Subject to Bye-law 41b, 42e, 44 and 50b and unless otherwise determined by General Regulations, Elected Trustees will hold office for a term of three years.
- b. In exceptional circumstances a term of office for any vacancy may be altered to a different number of years, by The Board prior to the election, in order to allow for a staggered succession.
- c. For all Elected Trustees a year in office shall be from the end of one Annual General Meeting until the end of the following Annual General Meeting."

At Bye-law 42e. delete "42fii" and substitute "42f."

Delete Bye-law 42f. and substitute

"In the event of an Elected Trustee ceasing to hold office, whether as a result of death, incapacity, resignation or otherwise, before the date on which that term of office would otherwise have come to an end, The Board of Trustees may first appoint some other person to serve as an Elected Trustee until the next Annual General Meeting. A period of office served as a Trustee to fill a casual vacancy in this way shall be disregarded in calculating that person's eligibility for re-election as a Trustee. At the next scheduled election to The Board of Trustees, there shall also be an election to fill this casual vacancy. The term of office for a Trustee elected to serve in this way shall be for the remainder of the term of office for the Elected Trustee that s/he shall replace."

Tom Mason asked for clarification of Articles 10 and 12 which were given by the Institute Secretary.

David Chapman queried the specific reasons for these Special Resolutions and whether they were for succession purposes, and the Chair advised that they will give more clarity as to terms of office of Board members and the dates of their retirements.

The Chair then asked for a vote on Special Resolution 1, which was proposed by Norman Waite, seconded by Keith Arundale and agreed unanimously.

Special Resolution 2:

In accordance with Article 10 of the Charter of the Institute, it is hereby resolved by the Voting Members that, subject to such modifications as the Privy Council may require, the Bye-laws of the Institute shall be altered as follows:

At Bye-law 25

Delete "twenty one" and insert "fourteen".

David Chapman asked why this was being done and the Institute Secretary advised that currently 21 clear days' notice (plus an allowance of four days for postage) needs to be given, and when notice is now mainly given by email this amendment will provide greater flexibility.

Tom Mason said that 14 days would not be enough time to mobilise people. The Institute Secretary advised that the time scale would be 14 clear days plus 4 days for posting and receipt, giving 20 days in total.

The Chair agreed it was a fair point and thanked Tom for raising it.

David Chapman stated that he had been able to find CIM Holdings in Companies House but not CIM. Viv stated that CIM is a Chartered Body and not currently registered at Companies House.

The Chair then asked for a vote on Special Resolution 2, which was proposed by Francesca Monaco and seconded by Derek Milward. There were two votes against (Tom Mason and David Chapman) and no abstentions, and Special Resolution 2 was carried.

Special Resolution 3:

In accordance with Article 10 of the Charter of the Institute, it is hereby resolved by the Voting Members that, subject to such modifications as the Privy Council may require, the Bye-laws of the Institute shall be altered as follows:

At Bye-law 4g.

Delete Bye-law 4g.i and 4g.ii and substitute:

- "4g.i have provided evidence of meeting the requirements of the Continuing Professional Development programmes for two consecutive submissions whilst at MCIM, FCIM or Hon FCIM grade; and
- 4g.ii have completed any additional conditions as indicated within the requirements of the Continuing Professional Development programmes; and"

The Chair advised that the proposal is that CPD be submitted in line with renewals rather than the CPD year renewal being 1 July.

The Chair then asked for a vote on Special Resolution 3, which was proposed by Kelvin Golding, seconded by Richard Storey, and approved unanimously.

Special Resolution 4:

In accordance with Article 12 of the Charter of the Institute, it is hereby resolved by the Voting Members that the General Regulations of the Institute shall be altered as detailed in Appendix 4.

There being no questions, Special Resolution 4 was proposed by Jonathan Deacon, seconded by Colin Bradshaw and, with one abstention (Tom Mason), was approved unanimously.

Special Resolution 5:

In accordance with Article 12 of the Charter of the Institute, it is hereby resolved by the Voting Members that the General Regulations of the Institute shall be altered as detailed in Appendix 5.

Tom Mason raised the same question as he did regarding Special Resolution 2 above, which the Chair noted. The Chair then asked for a vote on Special Resolution 5, which was proposed by Derek Milward, seconded by Richard Storey and, with two abstentions (Tom Mason and David Chapman), approved.

Special Resolution 6:

In accordance with Article 12 of the Charter of the Institute, it is hereby resolved by the Voting Members that the Bye-laws of the Institute shall be altered as detailed in Appendix 6.

The Chair advised that the Disciplinary Committee has a new Chair – Richard Christou, and he has given the Board some guidance on the Code of Professional Standards.

Tom Mason asked whether the procedure has an Appeal process, which he cannot see. The Institute Secretary stated that the decision of the Disciplinary Committee is final. The Chair felt that was an interesting and valid point and that it would be sensible to take on board Tom's view and to ask Richard Christou to look into it.

Tom Mason referred to clause 8.6 which he felt could be divisive and improper. The Institute Secretary said that this clause is already in place and does not form part of the amendment under consideration. The Chair agreed that it was right for this issue to be flagged and that the Board will ask Richard Christou to review this matter and report back to them.

Peter Standing asked if it was possible to strike this clause from the Resolution and still pass it. The Chair advised that striking this clause would be a substantial amendment to the resolution so would not be possible.

The Chair asked for a vote on Special Resolution 6, which was proposed by Peter Standing, seconded by Colin Bradshaw, and carried unanimously, whilst recording that the above feedback will be provided to Richard Christou for review.

Chair's Update

Matthew Neilson stated that after two years in the role, he would be standing down as Chair at the close of the AGM. He was exceptionally proud of what has been achieved during that time and he wished to thank the Board of Trustees for their support and he thanked the CIM Staff who support the Members. He also thanked the President for her support during his tenure and his two Officers, Christopher Masters and Jonathan Deacon, together with the CIM Executive, who act on the will of the Board, for their leadership and direction. Last but not least, the Chair thanked CIM Members who are so important to the organisation.

The Chair made mention of John Flynn, who passed away in August this year, and who helped drive the organisation forward. The Chair also reflected on the following people who passed away this year who have been extremely influential within CIM and whom will be missed greatly:

Norman Boakes	- CIM National Chairman 1979-1980
Ron Edwards	- Chairman of CIM 1968-1969
Professor Edgar Hibbert	- CIM Director of Education and Training
Dr Uditha Liyanage	- Chairman of CIM Sri Lanka and former IBT member
Tim Martin	- Chairman of CIM East Midlands Branch, a Trustee of the Marketing Trust and a member of MPAG
Jack Wheatley	- CIM National Chairman 1984-1985

The Chair added his personal thanks to the Institute Secretary for her support.

In conclusion, the Chair referred to the imminent departure of Anne Godfrey, CIM Chief Executive, who is leaving at the end of the year to become Chief Executive of the Chartered Institute of Environmental Health. He said that the changes at the Institute during the last three years have been achieved with the energy and leadership that Anne brought to the role and the results speak for themselves about her efforts on behalf of the organisation.

Chief Executive's Update

Anne Godfrey briefly said that her job had been amazing and she was proud of CIM's achievements and the relationship of trust and understanding. Although Moor Hall is the site home of the Institute, she asked that Staff and the Regions, who are the beating heart of the organisation, continue to support the new Acting Chief Executive, Chris Daly. Anne also thanked the past Chair, Andrew Harvey, who was not able to be present today, for all his support, and she also thanked the Directors.

President's Comments

In her address to the meeting, Jenny Ashmore reflected on the past year from a marketing perspective. 2015 had been a hard year but there are early signs that the economy is lifting a little and people have to be agile and fleet of foot on delivering promises. Marketers must also be on top of their game. Against that backdrop, Jenny had been reading that Marketers are the least likely to receive training but there are opportunities to address this. She ended by thanking people for their hard work and encouraged them to continue this in the year ahead.

Composition of the Board of Trustees:

Jenny Ashmore confirmed the composition of the Board of Trustees for the coming year:

Chair:	Christopher Masters
Vice Chair:	Professor Jonathan Deacon
Vice Chair:	Leigh Hopwood
Trustees:	Dino Adriano
	Keith Arundale
	Michael Bedingfield
	Colin Bradshaw

Professor John Egan
Chitrangani Herat-Gunaratne
Freddie Hospedales
Derek Milward
Charles Nixon
Chris Parker

Jenny Ashmore oversaw the passing of the chain of office from the out-going Chair (Matthew Neilson) to the incoming Chair (Christopher Masters).

The Institute Secretary informed the meeting of the proxy votes received:

Resolution 1:	64 in favour 1 against
Resolution 2:	63 in favour 2 against
Special Resolution 1:	64 in favour 1 against
Special Resolution 2:	59 in favour 6 against
Special Resolution 3:	61 in favour 4 against
Special Resolution 4:	63 in favour 2 against
Special Resolution 5:	60 in favour 5 against
Special Resolution 6:	64 in favour 1 against

There being no further questions, the AGM concluded at 12:15 hours and the Chair invited Members present to join the Board of Trustees for lunch in the Berkshire Dining Room.