



Minutes

Minutes of the 26th Annual General Meeting
Held At 11.30 Hours on Monday 19 January 2015
Location Moor Hall, Cookham

The Chair, Matthew Neilson, acknowledging the good attendance, thanked those Members present and welcomed them to the meeting.

Before opening the meeting formally, Voting Cards were handed out and the Chair explained that voting would take place by a show of hands and, if necessary, would move to a poll vote, with the number of proxy votes received being announced at the end of the meeting.

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 introduced the top table: Jenny Ashmore (President), Anne Godfrey (Chief Executive) and Joanne Saintclair-Abbott (Institute Secretary).

There were 36 Voting Members present and apologies had been received from Keith Arundale, Geoff Dodgson, David Ensor, Sue Handford, John Hartley, James Muirhead, Christopher Tebbs and Bill Voss.

Resolution 1: **To approve the minutes of the 25th Annual General Meeting held on 27 January 2014.**

The Chair asked for approval of the Minutes of the 25th Annual General Meeting and this was proposed by Chris Parker, seconded by Derek Milward, and passed unanimously by those present.

Resolution 2: **To receive and consider the Annual Report of the Board of Trustees on the business and activities of the Institute and the audited Annual Report and Accounts for the financial year ended 30 June 2014 and the Auditors' Report.**

Viv Silverman, who joined CIM as Director of Finance & Corporate Services in March 2014, gave a review of the year to 30 June 2014. The operating profit was £830k – a third from Membership and two-thirds from training, qualifications and the Conference Centre. Cash generated in the course of the year was £550k which allowed investment in the development of the bedroom wing. Reserves are £3.5m but free reserves are still negative, meaning there will need to be several more years of surplus before investments can be made.

Peter Tomkins questioned how comfortable the Board are regarding the £1.2m Pension Fund deficit. Viv replied that the Group's Defined Benefits Scheme is accounted for in accordance with FRS 17, the scheme is well managed, CIM is working to eradicate the deficit and he said that there is no overall concern.

Peter Tomkins also queried the number of higher paid employees within the defined benefit pension scheme. Viv responded that for all but one director there is only a 2% pension contribution of salary.

He also asked for information regarding Board expenses and Viv said that these were low for an organisation of our type and size with the main expenses due to travel for Trustees based overseas. The Chair added that CIM now has a new Volunteer Expenses Policy.

Andrew Davison referred to the changes relating to the Sri Lanka Branch, and Viv advised that although Sri Lanka has been consolidated in past years, with recent changes to the organisation in Sri Lanka including new Articles, it has become obvious that Sri Lanka is more independent, CIM does

not control their activities and finances and therefore it is no longer consolidated. Work between CIM and CIM Sri Lanka continues as a harmonious relationship.

John Crawford asked what action CIM took to encourage Members to attend meetings and the Chair advised that the Chief Executive would pick up on this point in her strategic overview later in the meeting.

John Crawford also asked what success had been achieved by the internet seminars and the Chair said that Anne would also be covering this question in her overview.

The Chair then asked for a vote on Resolution 2 which was proposed by Peter Tomkins, seconded by John Egan and approved unanimously.

Proxy votes received: 58 in favour, 1 against.

Strategy Update

The Chief Executive's slides covered CIM's mission statement; corporate goals; strategic programmes and CIM's professional pathway

Anne added that CIM is currently conducting a Network review as to what is needed anywhere in the world. CIM does 380 events each year and it depends on the strength of the Network and volunteers. Seminars on-line are moving from one to two a month, the popular ones being digital and brand which engage the international community.

With regard to Membership numbers, two years ago there was a 12% decline, last year it was 5% and at the moment there is a 2% decline.

Sarah Chapman referred to the research conducted by CIM. Anne advised that there is a Report on the use of research to build the new qualifications and standards and suggested that Sarah speaks with Thomas Brown, CIM Director of Strategy & Marketing, who will advise her further.

John Flynn asked what was going to be done with the £560,000 of restricted funds in relation to CAM and Anne replied that research is currently being done in the market to see where CAM should focus, and this will then be discussed at the CAM Board Meeting in February.

John Flynn also queried the status of the Sales Leadership Alliance (SLA) and Anne advised that the SLA had been brought to an end with 20% of its members having joined CIM.

Peter Tomkins referred to the CIM's 34,000 Members and asked what was being done globally to make CIM better than the rest of the marketing family and Anne advised that, as members of the Professional Management Council, we share information with them of what works and what doesn't.

John Taylerson asked how the low cost entry for people to join CIM, particularly through SIGs, was progressing and Anne advised that the Chair would be covering propositions in his update later in the meeting.

Kelvin Golding commented on the initiatives coming up such as the Special Interest Groups and the Hackathon, and noted that the Growth Voucher Programme had gone well, and asked whether, on a strategic level, CIM was involved with any of the Government groups. Anne advised that CIM is currently in discussions with the Government Communications Service. Abi Lammas, CIM Director of Learning & Innovation, added that the Growth Voucher Programme is to be discontinued as Government is reconsidering its portfolio. It will be replaced by the Growth Accelerator Programme and CIM has been invited to enter into discussions about it.

Michael Harrison commented on the global aspect and whilst he felt it was fine supporting SMEs and Local Government, he believed large overseas countries also needed marketing expertise and that there should be a global approach to allow such countries to link in. The Chair replied that a global approach was the Board's ambition and, now that the foundations are in place for the organisation, CIM is better positioned to consider branching out globally. In this respect, a meeting of CIM's overseas Chairs was held last year and Africa is seen as a huge growth opportunity. However, the

correct model is needed and the Board will progress this issue, along with international stakeholders, to ensure it has the right advice and guidance to take this issue forward.

John Crawford asked for clarification on the roles of the President and the five Vice Presidents and how the decision is made as to who will succeed the current President. The Chair advised that there is no limitation on the number of Vice Presidents CIM can have and Jenny Ashmore would be joining the afternoon's CIM Board Meeting to discuss how best to utilise the ambassadorial roles of the Vice Presidents to help CIM achieve its goals and ambitions. It is the Board's decision, as set out in CIM's Constitution, as to who will succeed the current President and each President may hold that position for a maximum of six years, whereas there is no limit on the length of time Vice Presidents may hold office.

Resolution 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 Norman Waite, seconded by Shiraz Latiff, and passed unanimously by those present.

Proxy votes received: 57 in favour, 2 against.

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 48 and substitute: "The quorum for meetings of The Board shall be half of its current membership plus one, subject to elected Trustees being in the majority".

Dino Adriano stated that he felt this change would leave the Board in a worse position. He also suggested that, in common with other Not-for-Profit organisations, the Board may find it helpful to keep Attendance Records of Trustees and to make them open and transparent. The Chair thanked Dino for his comments and for the e-mail he had also sent him on this subject, and explained that there are nine elected Trustees and up to eight appointed or co-opted Trustees on the Board, all of whom have to be Members of CIM. The Chair is appointed for two years. Elected Trustees serve for three years and can then be re-elected for a further term of three years, making a maximum of six years in total. Co-opted Trustees serve for one year and are there to support the Board in specific strategic initiative areas. In previous years, because of illness and other unavoidable issues, there had been occasions when certain elected Trustees had not been able to attend Board Meetings which had caused difficulties with regard to quoracy. This new Special Resolution will help resolve the problem. In response to a query from Peter Tomkins, the Chair confirmed that CIM's Constitution allows the Board to remove Trustees who do not attend three successive Board Meetings.

Special Resolution 1 was then proposed by Michael Harrison, seconded by John Flynn and passed unanimously by those present.

Proxy votes received: 55 in favour, 4 against.

Chair's Update – Looking Forward

Propositions: The Chair stated that CIM will be focussing on researching appropriate propositions and delivering them in the right way, with the key markets being: SMEs and entrepreneurs; CMOs and marketing leaders; Corporate Capability Services and new segmented individual subscriptions – all things CIM does well but needs to do better. We are acting on what propositions to develop and take to the market and the CIM brand will help do this.

Hackathon: This launches today and will run for three months in order to define the issues for marketing over the next ten years and the ideas to resolve them and will provide an opportunity to engage with the profession and CIM Members. The Chair encouraged all Members to participate in

order to create opportunities for the members of the marketing profession and confirmed that slides from today's presentation will be available if requested.

Sarah Chapman asked how one connected to the Hackathon and the Chief Executive advised that Members should go to cim.co.uk where they will see a screen in two parts – one part being the Hackathon, where Members will be able to contribute on-line. 1,200 Members around the world have already joined and ultimately the results will be presented to the Board.

Malcolm McDonald asked if CIM had any interest in getting closer to the Academic community and was advised by the Chair that CIM now has both Professor John Egan and Professor Colin Bradshaw on the Board of Trustees, representing an important part of it.

The Chair then introduced the CIM President, Jenny Ashmore.

President's Comments

Commenting on how pleased she was to attend today's AGM, Jenny Ashmore said she wanted to take a few minutes to step back and reflect on CIM's progress on many fronts over the past year. She had attended the CIM Fellows Briefing on the evening of 6 November last year when the initiatives coming up now were discussed. The success of a business comes from Sales and Marketing which is a significant leadership role. In the early days some of the things discussed about where Marketing was going led to confusion in big organisations and so it became an interesting conversation.

The digital environment has changed routes to market and so feedback is needed about what is right and what is wrong and what should be done better. Considerable changes do need to be made but the core mission remains unchanged.

Jenny also felt that last year's CIM Fellows Briefing was helpful regarding the importance of marketers. So many 'buzz' words and jargon are used but a clear explanation regarding Marketing is essential and there is a need for CIM to ensure that it gets the message out consistently and to drive it in a distinctive way.

Composition of the new Board of Trustees:

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

President:	Jenny Ashmore
Chair:	Matthew Neilson
Vice Chair:	Christopher Masters
Vice Chair:	Dr Jonathan Deacon
Trustees:	Keith Arundale
	Michael Bedingfield
	Professor Colin Bradshaw
	Ann Brine
	Professor John Egan
	Leigh Hopwood
	Shiraz Latiff
	Derek Milward
	Chris Parker

There being no further questions, the AGM concluded at 12:40 and the Chair thanked those present for attending and welcomed them to join the Board for a buffet luncheon in the Berkshire Dining Room.

Matthew Neilson **Chair**