

Annual General Meeting Minutes

Minutes of Held	Annual General Meeting (AGM) on Thursday 23 January 2025
Location	Moor Hall Cookham, Berkshire and online via livestream



The Chair formally opened the meeting and introduced the top table:

Andrew Yuille	Chair
Chris Daly	CEO
Anna Kuguru	Director of Finance, Procurement and Risk
Joanne Saintclair-Abbott	Institute Secretary

There were 42 Voting Members present in person and eight joined online. Apologies were received from John Edmund, Professor Malcolm McDonald and Mr Nicholas Watkis.

The Chair welcomed members and informed those present that votes would be taken by poll vote and then added to the proxy votes already submitted by members in advance of the meeting.

1. Resolution 1

Approval of the minutes of the Annual General Meeting held on 25 January 2025. Resolution 1 was proposed and seconded.

463 in favour, 3 against and 22 abstentions

2. Resolution 2

To receive and consider the Annual Report of the Board of Directors on the business and activities of the Institute and the audited Annual Report and Accounts for the financial year ended 30 June 2024 and the Auditors' Report.

The Director of Finance, Procurement and Risk presented the annual report and accounts.

- Revenue £14.6m against a budget of £15.5m, with a significant contribution from the Training stream. Total revenue up £400k on previous year.
- Operating profit = £151k, Net profit = £95k, impacted by interest on the mortgage. CIM remains a viable operation with the financial capacity to achieve its objectives.
- Cash reserves were up year-on-year, following a £1.5m mortgage from HSBC secured on the Moor Hall site. The balance of the previous loan has been repaid in full. Overall increase in turnover - £1.1m year-on-year.
- The year saw £447k of investment, including £255k on the CRM development, plus investment in Moor Hall refurbishments, staff equipment and a server replacement.
- The balance sheet shows CIM has a solid foundation which will support delivery of the strategy in the future.
- Clean audit report.

This was followed by a speech from the CEO:

- FY2023/24 was a year of building foundations for the strategy, aimed at delivering greater impact, relevance and growth.
- CIM's purpose remains aligned to its Charter Objects. Key focus on professionalism, which has been defined within the Global Professional Marketing Framework, and which is demonstrated within the CIM Code of Professional Conduct.
- The repositioning of Chartered Marketer status, focusing on competence, commitment and currency, positioning it as the kitemark for a professionally certified marketer.
- This approach is supported by our company values – confidence, collaboration, curiosity and integrity – and is the responsibility of the Executive team to deliver. Each member of the Executive was then introduced.

The CEO ended by thanking the members, stakeholders and partners for their ongoing support.

The floor was opened to questions:

It was asked how CIM's financial situation had been affected by the UK Government's Budget, and how the changes to National Insurance might impact on service levels.

The Finance Director responded that the changes to National Insurance will come into effect from April, and this has been incorporated into forecasting for the remainder of the year and will result in an additional £50k of employment costs for the year. There will also be increases due to changes to the minimum wage.

It was questioned if taking out of a mortgage with HSBC was an indication of CIM being in financial difficulty. The Finance Director responded that the period of the existing loan was coming to an end, and that facility was simply replaced by the new mortgage.

The Resolution to receive and consider the Annual Report of the Board of Directors on the business and activities of the Institute and the audited Annual Report and Accounts for the financial year ended 30 June 2024 and the Auditors' Report was then considered.

Proposer: Leigh Hopwood

Seconder: Keith Arundale

462 in favour, 5 against and 21 abstentions

3. Resolution 3

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

Proposer: Anna Kuguru

Seconder: Michael Lynch

452 in favour, 10 against and 26 abstentions

The Chair addressed the meeting.

- He indicated 2025 would be an interesting year for marketing, with ongoing dynamic change including the UK's unveiling of an AI action plan, positioning the UK as an AI superpower.
- CIM's strategy has built the footprint for the future of the organisation, and a number of project teams have been working on key projects.
- There has been further investment in CIM's digital transformation in order to serve members better. CIM remains committed to standards and responsibility, and to growing relevance for members.

4. Special Resolution 1

Special Resolution 1 - 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 revised as detailed in Appendix 1.

The Chair explained the purpose behind the proposed amendments to CIM's Code of Professional Conduct and the process undertaken to get to this Special Resolution being put to the Members. He noted that some adjustment to punctuation had been made to the version circulated ahead of time.

There were no questions raised by Members regarding Special Resolution 1.

Proposer: Derek Milward

Seconder: Brian Spicer

455 in favour, 10 against and 23 abstentions

5. To note the Officers and the composition of the Board of Directors for the ensuing year.

The Institute Secretary announced the composition of the Board:

- Andrew Yuille DipM FCIM Chartered Marketer – Chair

- Michael Lynch DipM FCIM Chartered Marketer – Vice Chair
- Dr Ruchitha Perera DipM FCIM Chartered Marketer – Vice Chair
- Gina Balarin FCIM Chartered Marketer
- William Burton DipM FCIM Chartered Marketer
- Chris Daly FCIM Chartered Marketer
- Penny Eccles DipM FCIM Chartered Marketer
- Dr Leeya Hendricks FCIM Chartered Marketer
- Paul Mackman FCIM Chartered Marketer
- Niall Parfitt FCIM Chartered Marketer.

The Chair then introduced Mark Scott, CIM's Director of Marketing and Communications, who presented CIM's new brand model, which is centred around 'Impact', and the difference that marketing makes to the world.

The new brand narrative sums up CIM's What?, How?, and Why? Essentially, CIM stands for better marketing with an external proposition focused on 'Serious about marketing', bringing new creative assets and a consistent look and feel. This is already being embedded into the drive behind Chartered Marketer status, the GPMF, global growth, and representing the profession.

The Chair closed the meeting at 11.30am.

Andrew Yuille
Chair

Questions regarding the Code of Conduct:

1	Regarding Special Resolution 1 and the revised Code of conduct that will apply to all members if adopted what is meant by point 5d 'Develop and champion policies and procedures that foster fair consistent and equitable treatment'? Which group or groups of people do these policies refer to what is meant by consistent and equitable and what does 'champion' mean in this context? If it means more than 'abide' or 'uphold' what has to be done to satisfy this duty and how much is enough? The clause is in bold text so any breaches could result in disciplinary action yet in its current form the clause feels far too ambiguous to have this status.	The wording of para 5d. of the Code of Professional Conduct is designed to ensure that, as a professional marketer, one should be committed to abide by doing the right thing for the benefit of the economy and society – as per the Objects of the Royal Charter. In this sense, 'champion' means 'uphold' and lead by example – as suggested within the question. And there are no specific groups that this is aimed at as such as marketing, as a profession, should be accessible to all, and this clause is to ensure that, while being accessible to all, professional marketers also abide by policies and procedures that foster fair, consistent and equitable treatment for all.
2	Re Special Resolution: How can members be reassured that the revised Article 12 Code of Professional Conduct Complaints and Disciplinary Procedures are still able to be fairly applied in the event that the complaint happens to be against the Chair board member CEO Institute Secretary or other individual involved in implementing the code? How for example will 'closing ranks' be prevented or whistleblowers protected in these circumstances?	There is no change proposed to the process for complaints. The current process was approved by the Members at the General Meeting in December 2019. The current process appoints an Investigation Officer to investigate complaints outside of the governance structure.
3	The proposal to review the General Regulations contains ambiguous details about how much a member would potentially have to pay CIM for costs linked to a formal complaint. Could this be reviewed to ensure that there's no room for misinterpretation?	There is no change proposed to the process for complaints. The current process was approved by the Members at the General Meeting in December 2019.
4	The new Code emphasises social responsibility and proactive ethical behaviours. While the disciplinary procedures are clear what support and resources CIM will provide to help members implement these enhanced standards particularly around sustainability and diversity & inclusion? Summary: How will you help members succeed with these new requirements?	CIM helps its members succeed with these new requirements by giving them easy access to large amounts of the best content in the world – whether that be via podcasts, webinars, Catalyst, Ebsco, events, debates, networking, newsletters – there are a host of methods by which professional marketers can maintain their CPD, skills and knowledge levels in order to meet these new requirements.
5	The Code emphasises ethical decision-making and reporting of unethical practices, but marketers often face situations where commercial pressures and ethical considerations conflict. Have you evaluated whether these requirements might discourage members from seeking advice when facing ethical dilemmas fearing it could trigger disciplinary proceedings? What safeguards will ensure the Code fosters support rather than punishment? Summary: Have you considered how these requirements might actually make it harder for members to seek help when they need it most?	This is a current marketing/ business dilemma that organisations need to work through and implement. There is no one answer, and actions required will differ by sector and context. Whilst CIM's role is to inform and provide guidance and debate to build ethical practice, this point is about calling out unethical choices which is easier to identify. It's a journey with CIM as an information source.

6	Regarding Special Res. 1, I would vote in favour if clause 2c were excluded for the time being. This is due to EDI's politicisation and a consequently discriminatory application in practice. Since clause 2b encourages "fairness and equitable relationships" which in principle is the motivation behind how 2c ought to operate can clause 2c itself be deleted?	One point is upholding the other about promoting different activities.
7	Is there enough adequate resources to see the activation of the proposed standards and the excess perception within the existing machinery in the CIM?	The level of resource is always a hot topic for an SME such as CIM, and yes, there is currently enough resource to support the activation of the new standards, and this level of resource will be reviewed every quarter depending on the needs of the market.
8	While it is clear that CIM members should not instigate, design or promote corporate actions at odds with the code, what responsibility is expected of them especially of senior members such as Fellows when a significant gap exists between the conduct code and corporate or senior executive expectations? It about the individual decision based on the information they have available and their personal perspective.	In making those individual decisions based on the information that is available and their own personal perspective, this will inevitably result in making a choice, and the expectation of a professional member of CIM, irrespective of seniority, is that they make the right choice as opposed to the easy choice. When revenue is tight and contracts come in from countries that may be on a sanctions list, the right decision is to turn away the revenue despite the business pressures. The expectation is that professional marketers of CIM make a commitment to abide by the Code of Professional Conduct and provide clear evidence to justify the choices that they make where the circumstances are particularly challenging.
9	Whilst I am in wholly favour of the general direction of the new Code of Professional Conduct I do not believe that it can be passed and published as a public facing document until the grammar has been corrected. There are currently a number of errors which would not in my opinion reflect well on the CIM or its members.	Thank you for raising the point surrounding some errant commas. These have been amended, and Members were informed of this at the AGM.
10	How are we positioning ESG as a strategic imperative in light of current challenges and are our governance documents including the Code of Conduct (CoC) effectively reflecting this commitment to address pushback and drive sustainable value? In the current climate of scepticism towards ESG organisations face increasing pressure to justify the relevance of ESG principles. Critics argue that ESG initiatives often lack tangible business outcomes or impose unnecessary costs. This raises a critical question: how can we ensure that ESG is recognised as essential to resilience risk management and growth rather than perceived as a peripheral or politically charged agenda? Our governance documents play a pivotal role in shaping organisational culture and strategy. Embedding ESG directly into these frameworks provides a clear signal that it is integral to our mission. For	As the evidence continues to get stronger in support of ESG elements being positioned central to current business decision-making, this will be something that continues to be raised through our thought leadership and content pieces. Within CIM's Global Professional Marketing Framework (GPMF), due to the regulatory and risk aspects of ESG, these elements are incorporated within the 'Governance & Risk' section, that can be found within the 'Commercial' section of the GPMF as any breach of ESG regulation will have a direct commercial impact. In addition, giving ESG elements the prominence that they demand will further ensure CIM members as being identifiable as responsible and professional marketers for the benefit of the economy and society, as per the Objects of CIM's Royal Charter.

	example aligning ESG with risk management framework defining specific accountability mechanisms.	
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Questions regarding other matters:

11	As a International Member We feel left out that too oldest member of CIM	CIM appreciates the support of all members no matter where they are geographically based. In going forwards, CIM sees international as being the biggest opportunity for growth and, as a result, will be investing a lot more focus to increase the CIM presence abroad. In the meantime, CIM enjoys a large community of marketers on the various social media platforms so, if feeling left out, do please reach out to fellow members via those platforms.
12	what benefits do you offer to chartered marketers and fellow members? has to be new other than the magazine and a few online webinars	The primary benefits for both a Chartered Marketer and a Fellow of CIM comes in the globally recognised accreditation of being a Chartered Marketer and a Fellow of CIM, the world's largest professional body for the marketing profession. As a Fellow, you have a clear distinction that you have been recognised as a senior, experienced marketer and, as a Chartered Marketer, you are universally recognised as being a professional, certified marketer who is committed to abide by the Code of Professional Conduct, is capable through a combination of experience and knowledge (CPD), and is fully current and up to date in terms of legislation (GDPR, green washing and AI).
13	Can some consideration be given to renaming the North West region 'North West & Isle of Man'. CIM recognises the Channel Islands as a separate entity to the UK i.e 'South West & Channel Islands' and this simple change may be a first step towards raising the profile of CIM within the Isle of Man's business community and the broader CIM community.	Thank you. We're constantly looking at ways to engage more communities. We will take your comments onboard.
14	What is current position with the Benevolent Fund?	The Benevolent Fund is a separate Trust. Any information regarding the Fund can be found by contacting the Benevolent Fund direct by sending an email to help@cimbf.co.uk .
15	How Can i be involved as committee member and representative from Malaysia? Is it possible?	Committee roles are advertised to members when they become available and applications are welcomed from all members with the relevant skills and experience, regardless of geographical location.
16	I wish to thank the board and the staff for their service throughout last year and I am pleased that the results and trends are positive.	Many thanks for your supportive comments that are duly noted.
17	to consider for have a representative to represent each regions in CIM's board.	CIM took the decision in 2002 to move from Regional Representatives to directly elected

		Board members. Reverting back to Regional Representatives is not currently being considered, but your comments will be passed to CIM's Constitution and Ethics Committee.
18	How did the auditors arrive at the high risk area. Clarify the reasons why? Thank you.	It is not clear what area of risk the question is referring to. The auditors have not identified any high-risk areas within the annual report and accounts.
19	Why are our events not decentralized. Members will like more of networking events across all part of the UK. There should be a cohort across all county. What is been done to achieve this.	<ul style="list-style-type: none"> • Last year we held events across the UK from Glasgow to Bournemouth and Dublin to Cardiff. We organised regional events, sector-specific events and even took over the Imperial War Museum • We run national events and work with our regional communities to run local educational and networking events. • Members and non-members who don't want to meet face to face are able to attend our virtual event (webinars) and listen to our podcasts – we try to cater for everyone's needs • We have a network of over 100 volunteers through out the UK. We support these volunteers with community focused staff who meet their needs at a local level and provide them with access to national resources and access to CIM's national media and PR activities this allows our volunteers to amplify their voice and have their opinions heard on the topics that matter most.
20	<p>1. How is CIM working with policymakers and businesses to enhance the recognition of marketing as a strategic business function?</p> <p>2. What initiatives are being pursued to help marketers lead sustainability-focused campaigns and corporate responsibility programs?</p> <p>3. Given the economic challenges across the globe is there any consideration of reducing membership fees or introducing more flexible payment options?</p>	<p>How is CIM working with policymakers and businesses to enhance the recognition of marketing as a strategic business function?</p> <ul style="list-style-type: none"> • CIM sits on the Council of the Advertising Association that has direct links with policymakers and businesses • CIM is also Vice-Chair of the European Marketing Confederation, consisting of 12 countries, and has active partnerships with the African Marketing Confederation, consisting of 15 countries, and the Asia Marketing Federation, consisting of 17 countries. These partnerships strengthen collaboration and the recognition of marketing as a strategic business function. • CIM was also involved in the launch of the World Marketing Council, uniting global marketing leaders to drive innovation, inclusivity, and sustainable growth worldwide by supporting marketing excellence. • CIM is also a member of the UK Parliamentary Debating Group, which enables us to enhance the recognition of marketing as a strategic business function by

		<p>sponsoring debate topics in parliament and being able to meet with key ministers.</p> <ul style="list-style-type: none"> • Our public relations activities promote CIM in the UK and International media. positioning CIM as representing the profession and marketing as a strategic business function. <p>What initiatives are being pursued to help marketers lead sustainability-focused campaigns and corporate responsibility programs?</p> <ul style="list-style-type: none"> • CIM held a debate in parliament, which brought together leading thinkers from across the sector to debate sustainable marketing best practice. The event featured the Advertising Standards Authority who were able to provide the latest guidance on regulation and how to avoid greenwashing pitfalls. • We've conducted research, run events and have drafted thought leadership articles on how marketers can upskill themselves and lead sustainability-focused campaigns. • We launched the CIM Media Advisory Panel, which is made up of professionally qualified Chartered Marketers who are experts in their field. Sustainability is a key focus for the group. • Our member magazine Catalyst regularly features the latest thinking and interviews on topics like sustainability, CSR, ESG. • We also have a sustainable marketing hub on the CIM website which provides members with access to the latest information. <p>Given the economic challenges across the globe is there any consideration of reducing membership fees or introducing more flexible payment options?</p> <p>CIM totally recognises the pressures being placed when determining to pay for a membership subscription. As a result, there are several different and flexible options that have been introduced and approved by the Board of Directors to encourage people to join and renew their membership. These include:</p> <ul style="list-style-type: none"> • An attempt to recognise the different stages of economic development of certain countries by having three different tiers of membership subscription levels for Affiliate Professionals and graded professional membership (ACIM, MCIM and FCIM) determined by country of residence.
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		<ul style="list-style-type: none"> • Subscriptions levels are reviewed by CIM's Board of Directors once a year. • If in the UK, people can pay their subscription by annual, quarterly or monthly Direct Debit, with a £20 discount for those paying by annual Direct Debit. • For those people who are financially struggling or who are in between roles, there is the possibility to apply for a reduced rate of subscription that will be determined by the supporting evidence provided. • There is also a reduced subscription rate for those who have retired from regular employment, and again, evidence needs to be provided to substantiate this.
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