Chartered
Governance
Institute
UK & Ireland

Trust through governance

Annual report and financial statements 2023–2024

Contents

About CGIUKI

The Chartered Governance Institute UK & Ireland (CGIUKI) is the largest of nine divisions of The Chartered Governance Institute, the global qualifying and membership body for governance, with 130 years' experience of educating and supporting governance professionals. With a Royal Charter purpose of leading 'effective and efficient governance and administration of commerce, industry and public affairs,' The Chartered Governance Institute provides professional development, guidance and thought leadership, and works with regulators and policymakers to champion high standards.

Headquartered in London, this division represents and supports the Institute's members working and studying in the UK and Ireland and in many other countries and regions, including the Caribbean, parts of Africa and the Middle East, for which it has responsibility under the Royal Charter and Byelaws. The Chartered Governance Institute's eight other divisions are in Australia, Canada, Hong Kong/China, Malaysia, New Zealand, Singapore, Southern Africa and Zimbabwe.

For a more detailed explanation of our structure, please see below.

The management and control of the global institute's assets and operations within the territories for which CGIUKI has responsibility rest with the CGIUKI board, which is made up of elected representatives of members within CGIUKI division. The CGIUKI board is a committee of the Council of the global institute (the Council).

This report deals exclusively with the finances and activities of CGIUKI which, unlike the global institute's other divisions, does not operate through an independent service company, but through the Royal Charter body. The income, assets and liabilities of the other divisions are owned by their local service companies; their results are reported separately and do not form part of these financial statements.

The management and control of the activities of the Council's other standing committees, including the Professional Standards Committee and Thought Leadership Committee, the global institute's association management company and the activities of the Director General are the direct responsibility of the Council. These activities are accounted for within the Royal Charter body but, as they are controlled directly by the Council, they do not form part of these financial statements.

The operations of the global institute that are controlled directly by the Council for the year ended 30 June 2024 are reflected within a separate comprehensive financial statement that was approved by members at the global institute AGM on 4 October 2024.

Annual general meeting

A resolution to receive the financial statements will be put to members at the annual general meeting of the CGIUKI division of The Chartered Governance Institute to be held on 18 March 2025.

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From the President and the Chief Executive

Trust through governance

In a year marked by the largest exercise in democracy in human history, the importance of robust governance in building and maintaining trust has never been more evident. Across the globe, billions of citizens participated in national elections, demonstrating the power of democratic engagement. However, this unprecedented level of participation also highlighted significant challenges to trust in governance.

Effective governance depends on accountability and transparency which, when effectively done, builds the trust needed to govern a population and, in the case of corporate governance, to ensure good relations with stakeholders, including investors and the public more generally. Trust is the cornerstone of governance, and our efforts this year have been focused on reinforcing this foundation.

This year, we have continued to play a crucial role in influencing government, regulators, and society on the importance of good governance standards in the UK, Ireland and across our regional branches. Our policy team in the UK contributed to the development of governance codes, including the work on the refreshed UK Corporate Governance Code, and the Charity Governance Code, as well as providing detailed responses to significant consultations. We responded to the Companies Bill 2024 in Ireland and our branches have engaged in the multitude of developments in corporate governance in their jurisdictions.

Our busy policy work and engagement with stakeholders, both in the UK and through our branches, have been instrumental in shaping the governance landscape. By defending governance standards, we reinforce the trust that stakeholders place in our governance systems.

We scaled up our media and public affairs over the year to strengthen our voice in governance debates and cement our profile as the leading authority on governance and as a voice of UK business leaders. Our increased visibility has underscored the critical role of governance in public life and the positive impact it has on decision-making and organisational success.

This activity included asserting the value of the UK's long tradition of corporate governance and contributing to the debate on the role of regulators in supporting international competitiveness and economic growth.

We also increased our engagement with parliamentarians in advance of the UK election. Our 'Manifesto for Governance', a first for the Institute, ensured we communicated our key policy asks to all major parties. We have continued to cultivate relationships with UK Ministers and MPs post-election, leading to us being invited to discuss the proposed audit and corporate governance bill with the new Minister in November 2024.

We have continued to evolve our education support for students across all our territories, adapting our learning approach and materials to meet evolving student expectations. Our new Learning Management System provides an enriched learning environment that fosters mutual support and collaboration. The introduction of new sector qualifications and the move away from traditional exams to a continuous assessment method have made our programmes more accessible and fairer for a broader range of students wherever they are based geographically, and we will continue to adjust and improve our approach to supporting students on the qualifying path to a governance career.

Our bespoke in-house training has continued to grow and thrive, delivering training to government departments including that for Energy Security and Net Zero in the UK, along with leading unions, regulators, businesses and banks such as the Bank of Nigeria, BNP Paribas and the Bank of Kuwait.

Our annual conferences in London and Uganda, along with our more specialised Summits on topics including ESG and Subsidiary governance, have been instrumental in fostering a sense of community among our members, and we are pleased that attendance has continued to grow year on year. Our local and regional branches form a key part of that member engagement, enabling members to stay up to date with the latest developments in their territories, and encouraging new entrants to the profession, particularly on the fast-track route.

Our approach to attracting and qualifying students formed part of our Global Council discussions in September 2023, which focused on centrally developing and delivering the qualifying programme and associated competency standards along with our broader international growth strategy.

We continue to engage with our members to understand how best to serve their needs. Our membership survey revealed the views of our members across all our territories and reaffirmed the benefit of becoming a qualified governance professional, with nine in ten citing the positive impact on their career and 80% reporting they feel valued in their role, an increase on the previous year, and higher than other professions such as lawyers, doctors and teachers.

Listening to members helps us focus on areas of professional interest, such as artificial intelligence and sustainability. Our thought leadership in these areas has highlighted the importance of staying informed about technological advancements and integrating net zero planning into governance practices. The unexpectedly early general election in the UK and withdrawal of government speakers gave us the opportunity to enhance our annual conference programme with further sessions on AI. Feedback post conference, along with that from our AI webinar series, has confirmed the importance of AI to company secretaries and governance professionals.

Our priorities for the coming year include launching our new website, delivering a major new brand awareness campaign to push the benefits of a career in governance, and expanding our training offerings. These initiatives will be underpinned by member conferences and engagement events, ensuring that we continue to support our members at every career stage and to promote the value of effective governance in public life. We will also focus on improving our Learning Management System platform and student experience, building on our influence through policy, media, and public affairs, and expanding our training offer to more organisations.

We were particularly pleased that our past President, John Heaton, was elected as President of CGI Global in May and took up his position from July 2024. We were also delighted that His Majesty, King Charles III became our Patron in June.

Finally, and most importantly, we extend our heartfelt thanks to our members, staff, volunteers and partners for their contributions and support. Your commitment to governance is vital to shaping our activity and the success of the Institute.

Charles Brown
President

Sara Drake
Chief Executive

This year we agreed on our new purpose, derived from listening to our members and the core of what they contribute to their organisations, regardless of the sector in which they operate.

Our purpose

To champion good governance and develop the value, skills and effectiveness of governance professionals, because we believe that better governance drives better decision-making, and better decision-making creates a better world.

We do this by delivering on our strategy.

We also agreed our guiding values through workshopping with our staff.

Our values

- We find solutions by innovating, learning and collaborating
- We are invested in our future
- We take pride in what we do.

Our strategy

Following consultation with key stakeholders, including members, colleagues, early career professionals and employers, a renewed five-year strategy was introduced in spring 2020. This strategy supports our statement of purpose – to champion good governance and develop the value, skills and effectiveness of governance professionals – by:

- Assuring world-class standards in governance
- Supporting governance professionals in achieving their professional goals
- Promoting the contribution of good governance to economic and societal value and wellbeing.

The strategy demonstrates our commitment to growth in membership, profile, influence, revenue and partnerships and is focused on the following four key strategic drivers:

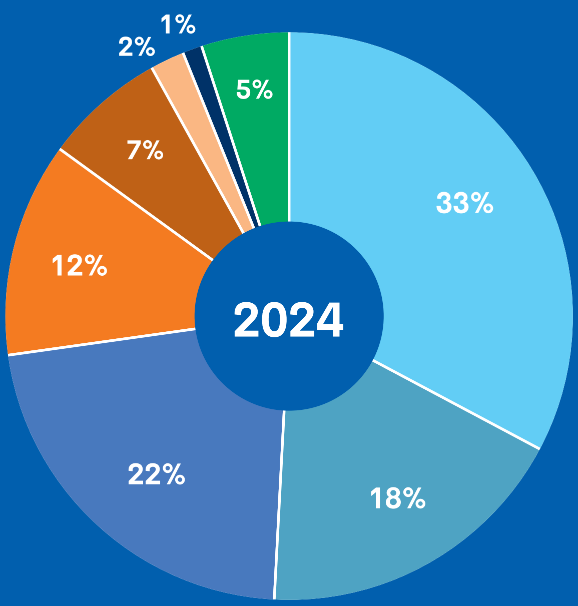
- Accelerate the growth of membership, increasing our reach and relevance to all those working in governance
- Support the professional development of members at every stage of their careers
- Promote the contribution of good governance and governance professionals in supporting great businesses and organisations
- Develop the organisation as a financially disciplined, sustainable, innovative, service-focused professional body with a digital-first approach.

Our strategy is supported by a five-year plan, which commits to clearly defined goals across three timelines.

Operating income and investments

Operating income

CGIUKI Group operating income for the 12 months to 30 June 2024



	2024 £000	2023 £000
Members	2,575	2,271
Professional qualifications	1,428	1,200
Training, events, Board Evaluation	1,780	1,540
Other qualifications	914	1,064
ProShare	555	496
Publishing	128	138
Magazine	111	117
Other activities	434	478
Total	7,925	7,304

	2024 £000	2023 £000
Investment value	34,157	32,108
Investment income	1,008	674
Investment gains	2,049	952

Group operating income

The Group's 2024 operating income is

£7,925,000

compared to

£7,304,000

for 2023

Trust through governance

1: Influencing

Influencing government, regulators, and wider society on the value of effective governance practices.

The Institute's purpose – 'Better governance drives better decision-making, and better decision-making creates a better world' – applies across all sectors: corporate, not-for-profit and public.

The UK's governance principles are internationally renowned. They set standards that are widely replicated in other jurisdictions. In the corporate sector, these principles make doing business in those jurisdictions more attractive, by enhancing investors' trust and confidence.

But there have been challenges to the UK governance regime over the course of the year, with suggestions that it is overly onerous and diminishes the competitiveness of business. Concerns over a decline in corporate listings on the London Stock Exchange in recent years, for example, have served to foment these arguments.

We have continued to defend the quality of governance in the UK because, for us, some of the proposed solutions appear to lean too far from the governance standards that are such a strength of the UK market. This work was particularly important during an election year in the UK.

Working on the inside

Our policy team provided expert support again this year on the development of governance codes and associated guidance, including on the Financial Reporting Council's review of the UK Corporate Governance Code. We have collaborated with stakeholders and partners – including the Confederation of School Trusts and the National Governance Association – on the Academy Governance Code, which was launched in October 2023, and on revisions to the Charity Governance Code. The team has also supported governance professionals to implement changes and cope with the many new legal and regulatory challenges that have come – and our coming – our way. Probably the biggest issue we will be facing soon is the changes to the work of Companies House in the light of the Economic Crime and Corporate Transparency Act 2023, particularly the new requirement for identity and verification checks of directors, people with significant control and those making statutory filings on behalf of companies.

A trusted adviser to government and regulators, we responded to 19 formal and many informal government and regulatory consultations in the UK during the year and met with government officials and regulators on 62 occasions – always emphasising the importance of governance and the role of the governance professional.

The highlight of our consultation work was on the Financial Reporting Council's amendments to the UK Corporate Governance Code, to which we submitted our response on 13 September 2023. This attracted considerable member engagement: in all, more than 100 members fed in on the issues raised in the consultation. The 2024 UK Corporate Governance Code was published on 22 January and introduced several key changes aimed at enhancing transparency and accountability, particularly on reporting the effectiveness of internal controls, which will apply to accounting periods beginning on or after 1 January 2025 or 1 January 2026. To support members gearing up for the changes, we produced guidance and a webinar and featured the changes in our annual conference.

We also responded to consultations from a broad range of other government departments. These included the Treasury on both digitisation and money laundering regulations; the Department for Business and Trade on non-financial reporting; the Department for Science, Innovation and Technology on upskilling workers in AI; and the Department for Education on new governance guides for Academy Trusts and maintained schools. These consultations, along with numerous others, are all accessible on our website.

Pushing ahead as thought leaders

Early in 2024 we published new Model Terms of Reference for an Environmental, Social and Governance (ESG) and/or Sustainability Committee. These drew on members' experience and are based on the good practice carried out in a variety of organisations, including some of the UK's largest listed companies. This was followed up at the ESG Summit in May 2024 with the launch of a thought-leadership analysis: 'Governing Sustainability: Are sustainability committees the answer?' This was a piece of original research based on 26 interviews, a survey of 130 governance professionals and data analyses of the FTSE 100.

In February 2024, to tie in with our Subsidiary Governance conference, we published a short guide to subsidiary governance, an overview of some of the issues a company establishing a subsidiary should consider.

In May we published new guidance on 'Political and issues-based campaigning as a charity: Governance FAQs'. Campaigning activity must advance a charity's objects and be in its best interests, but there are other legal and regulatory frameworks that govern campaigning activity. This guidance sets out how to ensure campaigns are managed effectively and conducted responsibly.

The Academy Trust Governance Code was launched in October 2023 at the Confederation of School Trusts conference. Work continues on revisions to the Charities Governance Code, and we participated in creating a communications strategy for the Code.

The Sports Governance Academy, a partnership between the Institute and Sport England, which has extended to cover all the UK, continues to raise the Institute's profile in the sector. Key developments arising from its delivery have seen the Institute take up a place in the steering group for the review of the Capability Code of Practice, governing 116 charitable organisations attached to clubs

Sara Drake, CEO, CGIUKI

of the top five tiers of the English Football League system, the Strategic Oversight Group for UK Sport and the University of Portsmouth's research project on board culture, and an invitation to join the Neurodiversity in Sport Collective. The Institute was also commissioned by sportscotland to undertake a consultation and review of its SGB Governance Framework.

Our regions have engaged in shaping governance approaches. We responded to the Irish Government's consultation on the Companies (Corporate Governance, Enforcement and Regulatory Provisions) Bill 2024, which aims to make it easier for companies to operate efficiently. The Irish Corporate Governance Code 2024 was also introduced, tailored to the specific needs of the Irish market and legal environment.

Other branches have been engaged in developments in their territories. In Ghana, we saw the continued development of a national Corporate Governance Code, and Uganda introduced the Financial Institutions (Corporate Governance) Regulations 2024, aligning corporate governance standards with international standards. Mauritius introduced the Corporate Governance Scorecard, reinforcing the National Code of Corporate Governance, while, in the Caribbean, Trinidad and Tobago updated its Corporate Governance Code, focusing on the 'comply or explain' principle to strengthen governance practices across the region.

Our voice in the media

The Institute's media profile this year has benefited from additional targeted resources, resulting in a number of front-page stories – which we instigated directly – in the national press, an increase in 'mentions' in national and trade press, and a growing number of 'requests for comment' from journalists. It was good to see the Institute described as a 'top City group' in March 2024 on the front page of a national newspaper, in relation to our request for audit reform.

This is pleasing progress as we become ever-more effective in commenting on live news stories and targeting our comments in the media. And it furthers our media relations goals to:

- Promote the Institute as a voice of UK business leaders
- Educate the public about the role of governance professionals
- Demonstrate that good governance generates economic stability and economic growth
- Gain publicity for our publications and events, such as our annual FTSE 350 Bellwether report, published in summer 2023.

Our Bellwether report revealed a mix of boardroom views and trends – resulting in coverage in the Financial Times of the view from boards that too much time was spent on regulation matters at board level at a time when there are so many pressing issues to discuss. Findings from our 2024 survey straddled end of the financial year and the election period, revealing that the key ask of FTSE companies for the new government was for greater investment in infrastructure, including health, transport, and housing.

The Institute's focus on media relations underlines the important contribution that the governance profession can make to many national debates as a thought leader. We have targeted the top tier of the business press – including the Financial Times, Bloomberg and City AM – and participated in carefully selected key debates, including stock market decline, audit reform, charity governance and economic growth. Our commentaries, written opinion pieces and letters have raised our public profile and highlighted the governance profession's valuable advocacy and influential role.

The UK has a particularly fast-moving business press, providing us with regular opportunities to offer expert comment on relevant stories. Governance professionals have a deep understanding of important fields like the impact of regulation, good decision-making, the working of capital markets and how organisations assess risk – and the Institute continues to identify national debates where the governance perspective can add insight. Our success in media relations confirms that being politically neutral does not preclude taking a public position on important matters.

Developing relations with the new UK government

The Institute has had strong relations with regulators and government departments for many years. This year we stepped up our direct lobbying of ministers and MPs in preparation of the UK election, to make sure policymakers heard our collective voice loud and clear.

We published our policy manifesto in May 2024, sending it to relevant ministers and shadow ministers of all parties. We also sent more detailed briefings underpinning our manifesto asks directly to those with relevant policy responsibilities and interests. Anticipating a change of political control, we actively sought out shadow ministers to raise awareness of and amplify our policy positions, including the call for a commission on governance and a reform of audit and corporate governance, alongside policy asks to improve the governance around football regulation, AI, climate change, economic crime, the governance of public services and the reform of all-employee share plans, in support of ProShare members.

We also appeared in front of the All-Party Parliamentary Group on ESG in March 2024 alongside Richard Moriarty, FRC CEO, having encouraged the group to discuss changes to the Corporate Governance Code and the Stewardship Code.

Angela Raynor, Deputy Prime Minister (top), and James Murray, Exchequer Secretary to the Treasury (above)

ProShare: Campaigning for all-employee share plan reform

This was a crucial year for policy development for all-employee share plans. Our campaign through ProShare for reform resulted in the government's call for evidence on Save As You Earn (SAYE) and the Share Incentive Plan (SIP) in summer 2023. ProShare's submission included 15 proposed reforms, collated following roundtable sessions with HM Treasury, HMRC and a broad working group of senior professionals from across the ProShare membership.

This was followed by a letter to the Chancellor in November 2023 pushing for reform of the SIP holding period – the key reform the industry wants. Forty organisations, including many household names, gave this letter their formal backing. The previous government failed to publish a response to the consultation, so, up until the election announcement, we continued to campaign through parliamentary questions from a sympathetic MP, more letters to the Chancellor and ministers, and a prominent article in City AM. We recognised the support of Sir George Howarth, MP with the Outstanding Contribution award at the ProShare Awards 2023.

Our cross-party engagement on these issues resulted in the inclusion of our calls for reform being specifically included in the Co-Operative Labour Party's manifesto and that of the Liberal Democrats, providing us with a strong basis for continuing to press for change with the new government.

2: Education and training

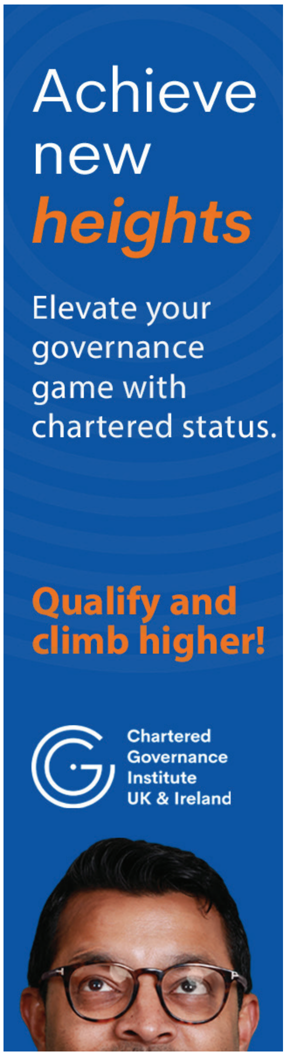
Helping students and governance professionals to achieve their professional goals.

Assuring world-class standards for governance professionals.

To thrive in this changing world and overcome its economic challenges, the governance profession needs education and training support – support to embrace innovation, to benefit from relevant and highly valuable qualifications, to attract a wider talent pool and to raise professional standards. Together, these build trust and global recognition of the importance of governance professionals and the Institute's brand.

In a competitive market where confusion around our name and role, particularly in supplying training, is a potential risk, we have taken decisive action to clarify and reinforce our status. We are proud to be the only professional body offering a rigorous international qualification and the ability to award Chartered membership to the governance professional.

We launched new initiatives over the year to support our members' professional development at every stage of their career.



Evolving our approach and support around qualifications

We continued to adapt our learning approach and materials to meet evolving student learning expectations and attract new entrants to the profession. More than 800 students registered for our Qualifying Programme in the academic year, and we were pleased to see that our increased support for them was positively reflected in improved student pass rates in 2024.

Our additional support included providing subject-matter-expert webinars for those taking Part 1 exams in corporate governance, company law, company compliance administration, and interpreting financial and accounting information.

A record 224 students took advantage of our Fast Track Professional entry route, which brings in highly skilled professionals with relevant qualifications to chartered membership. It is a route that is proving particularly attractive in our branches: our East Africa Region delivered a series of workshops highlighting this pathway, and our Mauritius Branch attended the annual Mauritius Careers Fair, which proved effective in recruiting new entrants.

> The Fast-Track course has been so beneficial. Learning about the structure of Governance has been invaluable.
>
> Shami Nathoo, CGI Fast Track student

We also had more students than ever start the International Finance and Administration's Level 5 qualification.

Employers continue to value the high quality of our professional qualification and the standard of our graduates. In addition, students are increasingly attracted by the portability of their qualification, supported by the work of the global body to ensure members of each division can enjoy access to learning materials in each division via the Global Passport.

We supported the Governance Officer Apprenticeship Programme to broaden accessibility into the profession. The programme was launched in January 2024 with 30 apprentices studying towards an industry-recognised qualification, helping to drive the future of governance. The apprenticeship is set at Level 4 and gives apprentices the underpinning knowledge required to start on Part 1 of the Institute's Chartered Governance Qualifying Programme.

We continue to support the Chartered Secretaries' Charitable Trust (CSCT) in its mission to support chartered governance professionals and their families in times of need, and to promote excellence in governance. The Trust dispensed £66,377 (subject to audit) through bursaries, prizes, grants and support to those in financial difficulties.

Launching a new learning platform

In October 2023 we introduced a new Learning Management System (LMS) for our sector qualifications and Foundation Programme.

In the past two years we have seen increased demand for our sector qualifications. We have improved these courses by raising the quality of materials and broadening the range of subjects available, and our LMS builds on this greater interest by enhancing the student experience. The sector qualifications available on the platform are in academy governance, charity law and governance, corporate governance, advanced health service governance and sports governance.

This online approach provides students with support through a sector-specialist tutor, along with live and pre-recorded webinars, which students can watch as often as they wish as part of their learning journey. Work progressed over the year to bring these key sector qualifications up to date, making sure they reflect modern governance and embrace topics such as ESG and AI.

Our change in approach was well received, with nearly 300 registrations.

We also moved away from the traditional three-hour exam for these sector qualifications. Students were instead assessed through a combination of course participation, a multiple-choice-question exam, and a written assignment. Students warmly welcomed the change from the previous examination approach.

> “The redesigned course format is a huge improvement on the old course.

> “It enhances students' chances to show their knowledge and understanding of the subject via the participation and coursework, rather than relying on one three-hour exam ... I really did enjoy the course.

We encouraged students to network and support each other through new online forums, which provided the opportunity to interact, engage and share ideas and experiences with fellow learners studying the same course. These helped to break down the barriers of studying in isolation, and students have continued to benefit from these networks since qualifying.

The LMS platform also provided students on the Foundation Programme with self-study learning materials, and we have seen an 11% increase in pass rates over the year.

> The presenter was excellent and provided ample opportunity to ask questions and to review what we had learned in the previous sessions in a fun and interactive way.

Expanding our training offer

The successful growth of our commercial partnerships in 2023 and 2024 meant we could continue to expand our international training and development activities. Our commercial activities now account for more than 31% of total revenue.

We have a dedicated team responsible for managing our employer relationships, ensuring that valuable insights are continuously gathered to enhance our training products and services. This supports employers in talent development and serves as a valued retention tool. In addition to our core qualifications, we offer programmes aimed at enhancing governance skills. With our expanded training offer, we supported record numbers of organisations from around the world, from Bank of Kuwait to the Department for Energy Security & Net Zero in the UK, and established more training partnerships in Kuwait, Nigeria, Cyprus, Azerbaijan and Luxembourg. This saw our commercial revenue grow by 13% on the previous financial year.

We built on our new validation and revalidation programme for university partners through substantial outreach over the year. New accreditations include a new dual-award master's programme in partnership with Hibernia College in Ireland.

Our approach to governance training also acknowledges the appetite for short courses on key governance areas from students who are not on the qualifying route. To meet this, we launched three new Fundamentals of Governance e-learning courses: Risk Management, Boardroom Dynamics, and Corporate Governance. These are available to anyone to buy, with learners supported by interactive self-study on the LMS. Courses are discounted for student members.

> The course was incredibly insightful. It gave me a solid foundation and confidence in my role as a company secretary.
>
> FTSE 100 Company Secretary

Improving board performance reviews

Having recognised the desperate need for some structure around the rapidly expanding board performance review market, at our annual conference in July 2023 we launched a Code of Practice for board reviewers, together with two associated pieces of guidance: 'Principles of good practice for listed companies using external board reviewers' and 'Reporting on board performance reviews: guide for listed companies'.

> The SGA has been an invaluable source of advice and information ... and their conferences are one of the standout events of the year. The SGA seems to be going from strength to strength and long may it continue.
>
> SGA impact assessment participant

We launched our board review training and accreditation programme in September 2023, attracting 400 live attendees to the launch webinar. The structured suite of training now in place supports those conducting, procuring and facilitating board performance reviews.

In December 2023, the Institute launched the first online public directory of accredited board performance reviewers. Applicants to the directory are rigorously assessed and required to demonstrate exemplary service in undertaking board performance reviews and that they are aligned to our Code of Practice. Sixteen organisations are now accredited and over 70 individuals have completed training.

In January 2024 we published a 'Code of Practice for board reviewers: Not-for-profit organisations' and 'Principles of Good Practice for not-for-profit organisations undertaking reviews'. These will help to support meaningful and cost-effective board reviews across charitable, educational and sports bodies – and will complement our accreditation process for reviewers, the directory of accredited reviewers, and training both for organisations undergoing reviews and for providers of reviews.

Our Sports Governance Academy (SGA) expanded its operations, reflecting the expansion of the partnership to cover all Sports Councils across the UK. The core programme promoting the centrality of good governance to the performance of the sector and sound investment of public money was delivered to 140 students. A new bursary scheme provided free places for 17 students on the Certificate in Sport Governance who would not otherwise have been able to participate.

We commissioned an independent impact assessment of the work of the SGA, which revealed that more than 80% have increased confidence about governance as a result of the SGA, while 8 out of 10 believed that the SGA has helped their organisation to contribute to a culture of good governance across sport and physical activity.

> I found this course highly informative, practical, and thought-provoking and would recommend it for anyone conducting or thinking to offer board performance reviews, internal or independent.
>
> Director of Governance – professional services

Championing learning and change on major issues

We help members and students to achieve their professional goals through our comprehensive suite of guidance notes and thought leadership. Our guidance on 'Minute Taking' remained our most popular, closely followed by that on 'Terms of Reference for Risk Committees'.

Just as climate change was a significant theme for us last year, this year we also focused on AI, developing an AI hub on our website.

Generative AI is one of the greatest drivers of change of our time and a key government priority. It presents opportunities and threats for the governance professional and for the organisation that employs them.

For the governance professional, AI creates the opportunity to delegate simple, predictable tasks to technology and free up time for more strategic work. For the board, AI creates the opportunity to do more, less expensively, but it brings the risk of market disruption from the use of AI by others. It also creates the risk of inappropriate use of AI in business.

Ahead of the UK government's AI Safety Summit in November 2023, we prepared a suite of AI content based around our new AI hub, including guidance notes on 'Generative AI', 'Governing AI use in your organisation', and 'AI and the governance professional'. We also launched a webinar series in May 2024 with Professor Ashley Braganza, Dean of Brunel University Business School and director of Brunel's Research Centre for AI and AI Lab in May 2024. And, anticipating member interest, we offered a focus on AI-related sessions at the Institute's annual conference 2024 in London, confirming the importance of AI to company secretaries and governance professionals.

3: Engagement

Inspiring members through an expanding roster of events.

Subject-focused summits

We continued to provide members with a blended approach to events during the year, with an increased offer of face-to-face events and networking.

One of the highlights of the year was our two-day Annual Conference and exhibition in London, which saw record numbers attending, including students, and a record number of new sponsors exhibiting. The conference serves as a cornerstone for professional development and community building and attracts leading government and industry figures, which this year included Mark Holmes, Deputy Director of the Department of Business and Trade, and Kate Sayer, Director of Integrity and Ethics at Oxfam. Expert sessions included focus on harnessing technology and on organisational purpose. Breakouts focused on everything from career building to the future of board reviews and compliance.

The response was excellent, with 85% of those who completed the feedback survey rating the conference programme and new venue as having exceeded their expectations.

> It was a very worthwhile two days with lots of great content and speakers.
>
> Client Director - Member FCG

> The conference was excellent, and I will be attending next year…. the whole conference was very well structured. Congratulations for a super event and thank you.
>
> Chartered Secretary – Member – ACG

Learning and networking events to support, recognise and inform

The Institute's inaugural Annual Lecture was given in May 2024 by Alex Edmans, Professor of Finance at London Business School. His subject was 'Facts, Data and Evidence: Knowing What to Trust.' Deloitte Legal hosted the event, which was well received by a packed room of our members and with strong representation from CGI's global councillors and divisional chief executives who were meeting in London that week.

Our subject-focused summits are designed to delve deeply into specific areas of interest, offering access to in-depth presentations tailored to specific topics and the opportunity to connect with governance peers who share similar expertise and interest in the area.

One increasing challenge for governance professionals is ensuring that the core principles of good governance are upheld across the parent and its various subsidiaries, despite varying jurisdictional differences. Our Subsidiary Governance Summit in February 2024 took on these issues with an impressive line-up of speakers focused on topics such as upholding company culture while navigating cultural norms over-seas and the evolution of subsidiary governance technology. We took the opportunity to launch our subsidiary guidance note through an interactive panel session. With 160 attendees and positive feedback, the summit was timely, closing with a well-attended networking drinks reception.

Our ESG Summit returned for a second year in May 2024, and we once again convened the nation's leading governance experts and sustainability professionals to explore recent developments in the ESG landscape. This included a keynote address from Catherine Howarth OBE, CEO of Share Action on the anti-ESG backlash of recent months. Conscious of the need to support boards in managing their time effectively, we launched our thought leadership on the role of the sustainability committee at the summit.

A perennial highlight in the Sports Governance Academy year, the annual conference – 'Future-Fit Governance' – was held at Manchester City's Etihad Stadium, with 400 delegates registered to attend in person or online. This event saw the first inclusion of the SGA Awards to celebrate excellence and dedication across sport and physical activity and opened with a supportive statement from the Sports Minister Andrew Stuart, MP.

Our virtual graduation and membership ceremony took place in June 2024. We congratulated 224 participating graduates from the UK and across the division's overseas territories, up from 167 in 2022–2023, alongside members who had reached significant milestones, including those reaching 50 and 60 years of membership.

We are proud to showcase leading governance achievements, along with the teams that deliver them. Our annual CGI Awards Ceremony, held in November 2023, recognised and celebrated good practice, highlighting those individuals who have made an outstanding contribution during the year. Our judging partners were drawn from

across government, regulators, academia, leading business consultants and partner member bodies, including representatives from the Department of Business and Trade and the FRC. Our 2023 awards moved to the Intercontinental Park Lane, to accommodate growing numbers.

Aimed at recent graduates, new associates and those embarking on their careers in governance, our Early Careers Network events continue to support governance professionals at all stages of their career. This year we ran the 'Building your governance career' event at EY in October, attracting more than 150 graduates and members.

Our free mentoring scheme continues to pair veteran governance professionals with those seeking to build their career prospects through promotion and the development of new skills, or who benefit from support to navigate the often complex internal relationships of the role. We are grateful for those who give up their time to deliver this important service.

Our branch network plays a crucial role in maintaining a strong, engaged membership base by providing accessible events and strengthening ties between local peers, creating a supportive professional network that can offer ongoing collaboration and support. They continued to thrive this year across the UK, Ireland, Crown Dependencies and associated territories, supported and managed by 230 volunteers. The network held 62 branch events and workshops over the year, mostly online.

Now in its 10th year, Governance Ireland 24 took place in May 2024, selling out with more than 250 delegates at Dublin Castle. The theme this year – 'Sustainability at the heart of governance' – focused on the key challenges facing governance professionals in areas such as sustainability and generative AI.

Governance Guernsey made its return, with 120 people attending the one-day conference in September 2023. Sessions included 'Minute taking in the age of AI' and 'Sustainability in theory and practice'. For the first time, the conference included a popular 'student breakfast and learn' on how to write a research paper. Our Jersey branch hosted its glamorous graduation and awards dinner at the Royal Yacht hotel, attended by 220 guests.

The 13th Uganda Annual Director and Company Secretaries' Conference 'Corporate Governance – the Navigation System During Economic and Geopolitical Uncertainty' took place in March 2024 in Kampala. More than 280 delegates attended the hybrid conference, the majority face to face, to hear from speakers including the Governor of the Bank of Uganda and the Institute's President, Charles Brown.

Our Isle of Man branch has also been working closely with other professional bodies to launch a financial apprenticeship scheme. Alongside numerous CPD events, its Wellbeing Committee was particularly active in supporting members and provides a strong example of new branch initiatives.

The online branch Chairs' forums continue to provide a valued meeting place for our volunteers to share best practice, discuss the challenges of supporting members and students, and keep up to date with the Institute's developments. We are hugely grateful to all who freely give their time to support this work and provide the Institute with one of its most valuable feedback loops.

ProShare: An invaluable industry voice

ProShare promotes employee share ownership in the UK as the voice of employee share plan practitioners and professionals and has been part of the Institute since 2018.

Both ProShare's annual conference in late September 2023 and the annual ProShare Awards ceremony before Christmas were highly successful and generated excellent attendee feedback. Our conference – 'Time for Change' - reflected the collective industry desire for share plans to embrace change and the activity to lobby government for that change. The annual report into SIP and SAYE was launched in July 2023 with a sell-out panel discussion and presentation at Investec's offices, followed by networking drinks on the roof terrace. Some 140 attendees represented more than 60 companies and organisations.

Celebrating Excellence – ProShare's annual share plans masterclass, where our award winners present and tell the stories behind their award-winning submissions – took place in April 2024 at Baker McKenzie's new state-of-the-art office in Bishopsgate. A taskforce of senior advisers and lawyers was created to see how ProShare might offer value and increase its profile in the private-company sector. With 5.5 million private companies in the UK, there is a real opportunity to generate additional membership revenues and establish ProShare as the leading industry voice in this field.

ProShare is a key player in the Next Generation Careers and Networking initiative (NextGen). This initiative is aimed at people who are new to the wider employee-share-plan sector and includes those working in company secretarial teams and governance roles. We aim to support this by creating a welcoming wider community and developing sector-relevant knowledge and soft skills, a resources hub and industry events – all tailored for a long and fruitful career within the industry.

The number of ProShare's expert-led focus groups expanded over the year to include a new Corporate Governance focus group. This was promoted to both ProShare and Institute members. The inaugural session in February 2024 attracted more than 60 online attendees. Attendance at our other focus groups, including Tax Advantaged Share Plans, Global Issues, SMEs, and Share Plan Comms, also grew significantly.

Launching Governance + Compliance digital magazine

In response to member feedback, we successfully launched the G+C digital magazine in June 2023. This sits alongside the quarterly print magazine and now has around 12,000 unique users. With regular new content every few days, ESG, personal and professional development, and company secretarial practice have proved the most popular topics. The most frequently read articles include 'Company secretaries – burning the candle at both ends?', 'A guide to share allotments' and 'The effective secretariat – finding your rhythm'.

Dilligent, Governance 2023, Sponsor

Working in partnership with members and wider stakeholders

Members form the basis of our approach and direction. They are engaged in supporting us through all aspects of our work, and we regularly take guidance from them to help inform our activity via round tables, advisory and special interest groups and surveys. A key benefit of membership of the Institute is the opportunity to contribute to the debate on matters of interest and importance to the profession, and we welcome member input and support in framing our policy and practice campaigns.

Membership bodies in general must adapt to changing expectations – particularly from younger members – for more personalised contact and continued digitisation of services. There is no doubt, however, that professional membership bodies engender greater trust in the professions they represent through codes of conduct and requirements for continuing professional development. They are also key contributors to public policy and bring their members' knowledge and practice to legislators' attention through their advocacy work.

> “It's a fantastic profession to be in. We need to entice the younger generation into it. A Company Secretary is one of the best jobs in the world. There's an opportunity to sit within and across boards in significant global organisations.
>
> Company Secretary, Corporate, FCG

We conducted a major brand audit in 2023, which engaged more than 400 existing members, along with employers and stakeholders of the organisation, a staff working group, and branch chairs in the UK and associated territories network. The audit took a deep dive into the existing perception and implementation of the Institute's brand, helping to confirm and test our assumptions about opportunities to engage with existing members and new audiences and how we are perceived.

This research underpinned our bolder approach to commenting decisively on governance issues in the business press and inspired the design of our new website.

It also helped us to clarify our unique position as the only governance organisation able to confer chartered status, through a rigorous professional qualification, on its members and how that status boosts members' career and earnings. This clearly distinguishes us from other providers of training products for the business market.

The research will inform a range of new campaigns for later in 2024, which use social media platforms to push the benefits of governance careers to those demographics identified as being most likely to be interested. These will focus on the benefits that current members valued most, including career progression, employability, pay, status, and international portability.

In spring 2024 we invited members to respond to our second annual workplace survey. We asked respondents for their thoughts on the role of governance in their organisation and perceived future threats to their profession. Four fifths of all respondents felt valued in their role, which compares very well with other professions and is higher than lawyers, doctors, and teachers. Responses also revealed that 90% thought that becoming chartered had had a positive impact on their career. The percentage who felt their skillset was valued within their organisation had increased from the preceding year to three quarters of respondents.

The research also found a mismatch between members who were senior by experience and those who have registered as Fellows.

We responded by encouraging members through engagement campaigns to apply for higher membership status. These motivated graduates to progress to chartered and our associateship (ACG) members to progress to fellowship (FCG). Local branches have supported the delivery of specific progression events throughout the year, focusing on members' commitment to their professional journey and career development. The survey also provided valuable information about members' views on generative AI and attitudes that identify it as both an opportunity and threat. This informed our approach to the subject at our annual conference and for the popular AI web series.

We also sought views from members through the survey and with recruiters on the relationship between the general counsel (GC) and company secretary roles. Some companies – often larger ones, some of which have US links – appear to prefer the GC model, while others do not. 9% of respondents to our membership survey cited General Counsel as the title of the most senior governance professional, compared to 51% citing Company Secretary. Some 5% thought that the potential for the absorption of the governance function by the legal department posed a threat to their career progression. This is an important issue, which we will keep monitoring.

Two other points have emerged: that a profile of the company secretary should be included among the board member profiles in an annual report, and that members should always take the opportunity to use their post-nominals in this section.

Engagement with members also informs our policy outputs. We are particularly grateful to members of our policy forums and those who help inform our consultation responses.

The Company Secretaries Forum is our pre-eminent advisory group of senior company secretaries. Wise in corporate governance issues, the group focused on the proposed changes to the UK Corporate Governance Code, supporting our response to the Financial Reporting Council, as well as our response to the Department for Business and Trade on the Economic Crime and Corporate Transparency Act. Through the work of its sub-groups, the Forum also contributed to our responses to the many consultations seen this year. We are grateful for their support and for all those other members who supported our policy team this year.

Delivering more digitised services

The continued digitisation of our services is integral to our delivery of a better experience for members. As well as being the inroad into our new learning platform, our Customer Relationship Management (CRM) system continues to embed and evolve. The nature of the enquires to our contact centre team has changed to general customer service and assistance, rather than the usability of our systems for ordinary tasks such as making bookings and payments. One marker of its impact was members choosing to renew membership earlier in 2023 using the new system. Our busy contact centre dealt with over 15,000 calls and 23,000 e-mail enquiries during the year, along with letters and webchat requests.

The improved CRM has freed time for the team to support our campaigns. By providing timely and accurate information, addressing enquiries, and assisting with the enrolment process, the contact centre contributed significantly to the success of our student enrolment campaign, making the process of joining our qualifications smooth and efficient and improving the student experience.

The team also supported the campaign to encourage members to upgrade their membership to Fellows and Associates, where their experience entitled them to do so.

Our engagement on social media continues to grow with our LinkedIn followers increasing to over 35,000 in the year. Over 100,000 people accessed our webpages on the qualifying programme, emphasising the importance of the site to existing and potential students.

> “Team, I am grateful for your patience dealing with my countless e-mails; please know your efforts are truly appreciated. You are ALL a great asset to our organisation.

During the year we researched improvements to the use and navigation of the site, commissioning a consultancy to help us plan improvements in content, navigation and user experience on our new website, to be launched in the next financial year.

It also allowed us to develop a new finance system to enhance the efficiency and accuracy of our financial operations. The new system automates many routine tasks, reduces the risk of human error, and ensures more accurate financial data, which allows our finance team to generate insightful reports and forecasts, and so contributes to better strategic planning and decision-making.

The system went live on the first day of the new financial year and is achieving its goals at the outset: speeding up financial transactions for members, improving their interactions with the Institute and enhancing our reputation as a good organisation to do business with among contractors.

Nurturing a healthy workplace

Our experienced, diverse and committed staff team is essential to the success of the Institute. In a challenging recruitment market, we are keen to attract high-calibre people with a passion for developing new services and products to support our members and their development. Hybrid working brings its own challenges, and we know staff wellbeing is essential to a healthy workplace. This year we have provided a programme of workshops, coaching and mentoring, and opportunities for staff learning and development. These have included Winter Wellbeing workshops, helping staff to develop personal and professional goals, and a series about managing stress and building resilience.

Given the impact of inflation in recent years, we also ran financial webinars on a number of topics, such as fundamentals of financial wellbeing, budgeting and keeping track, savings and investments, and wills and future planning.

Managers have been supported with a number of workshops around understanding leadership, the art of delegation, dealing with difficult situations and managing conflict.

Archdiocese of Liverpool, winners of the Governance Project of the Year at the CGIUKI Awards 2023

Supporting CGI Global

The Institute continued its representation on the CGI Global Council through Charles Brown (President), Victoria Penrice (Past President) and John Heaton, who was elected President of CGI Global in May and took up his position from 1 July 2024.

The Council convened three times during the reporting period, including two in-person meetings in Vancouver in September 2023 and in London in May 2024. Throughout the year, Council discussions centred on purpose and strategy, with a facilitated strategy planning day in September. Proposals were subsequently discussed by the Institute's board.

Our representatives contributed to discussions on the development of the Competency Framework, drawing from our recent experience of developing and reviewing the Competency Framework across our division amidst growing competition for qualifying and training within the governance profession. Opportunities for membership growth were also explored. Several working groups were established and will continue to report on their progress over the next few months.

The Council also discussed and made revisions to its purpose to reflect the impact of effective governance contributions to public life.

In addition to their participation in council meetings, Divisional Chief Executives continue to meet regularly to share ideas, experiences, and good practices.

Principal risks and uncertainties

Our risk management process

The CGIUKI board is responsible for the assessment and management of risk and reviews the risk registers annually.

The Audit & Risk Committee is responsible for monitoring the effectiveness of the Group's risk management systems.

The Committee reviews the division's risk architecture and methodology which comprise the risk management process.

Through the Executive Risk Subcommittee, the senior management team has responsibility for designing, implementing and maintaining risk management systems in line with the risk management process.

Separate registers have been created for strategic and operational risks and our major projects have risk registers.

Strategic risks – those which influence the strategic direction of the division – are overseen by the CGIUKI board; operational risks are overseen by the senior management team and heads of department.

Managers are required to consider and identify risks to their departments' operations and budgets and to assess these risks by type (strategic or operational), likelihood and impact.

The risk scores and their associated mitigation factors are recorded in the risk registers. The most significant risks are reviewed at each meeting of the Audit and Risk Committee and of the board.

Risks continue to be monitored and evaluated, and it is the opinion of the Audit and Risk Committee that the approach to risk management is appropriate and robust.

Internal audit reviews

The risk registers inform the selection by the Audit and Risk Committee of subjects for internal audit and review by RSM Risk Assurance Services LLP.

The principal risks identified are:

- The impact of new ways of working (post-pandemic), resulting in insufficient resources for the Group and its governance structure, stakeholders and clients, or within critical parts of our supply chain
- The impact of economic, social and political uncertainty on our financial stability
- Inability to address regulatory burden, leading to loss of reputation and financial penalties
- The relevance of the Institute as a professional body and its value to members declining
- Inability to identify commercial models needed to deliver an effective service
- Disruptions by a cyber-attack to CGIUKI's business operations
- Implementation of new operations and processes, resulting in reduced quality of data and poorer decisions throughout the business
- External competition leading to business instability and loss of revenue and membership
- Failure to properly protect our brand and reputation, including as a result of market confusion and by actions of members and/or staff.

CGIUKI board

(as at the date of these financial statements)










1 Charles Brown FCG
(President)
Charlie also serves on the council of the global institute. As Group Company Secretary for Experian plc in Dublin, he covers corporate governance, statutory and listing rules compliance and reporting, board support, shareholder and share plan services, and sustainability.

2 Victoria Penrice FCG
(Past President)
Victoria also serves on the council of the global institute. As Company Secretary for W.A.G Payment Solutions PLC, she has 30 years' experience in a wide range of sectors and is skilled in corporate governance, project delivery and board leadership in UK and internationally listed companies.

3 Ruairí Cosgrove FCG
(Vice President)
A former President of the Institute's Irish Region and current Council member, Ruairí is Director of PwC Dublin's Entity Governance and Compliance Department. He provides governance advice to a range of companies including plcs, multinational corporations, Irish indigenous companies and State Bodies.

4 Marie Larkin FCG
(Vice President)
Marie chairs the Membership and serves on the Education and Learning Committees. A governance professional for Bank of America since 2014, supporting regulated and nonregulated entities in the EMEA region, she is a qualified solicitor with over 20 years' governance experience in the financial services sector.

5 Anthony Corriette FCG
Anthony serves on the Membership and Audit and Risk Committees. As the Company Secretary for BBC Studios, he is responsible for ensuring a clear and consistent corporate governance framework for the organisation. Prior to the BBC he held a number of company secretarial and governance roles at Thomas Cook Group plc, Schroders plc and CIMA.

6 Silvana Glibota-Vigo FCG
Silvana serves on the Membership, Education and Learning and Nomination and Remuneration Committees. She is also a member of the Thought Leadership Committee of the global institute. Group Head of Secretariat since 2020 for Keller Group plc, she has been working in corporate governance for UK premium listed companies since 2006.

7 Soodesh Jowaheer FCG
Soodesh serves on the Investment and Education and Learning Committees and on the Professional Standards Committee of the global institute. Soodesh is passionate and committed to elevating governance standards through thought leadership and advocacy for increased transparency, accountability and integrity.

8 Justine Lutterodt
Justine serves on the Membership Committee. She is MD of the Centre for Synchronous Leadership – a think tank, consultancy and membership organisation. Recognised as an authority on leadership, ethics and systemic change, Justine is author of the Mindful Exclusion governance reports and Chair of the global Agents of Change initiative.

9 Lisa Sunner FCG
Lisa serves on the Investment and Nomination and Remuneration Committees, and is a Trustee of the Institute's pension and assurance scheme. She was Group Company Secretary at Railpen Ltd, which provides in-house pension and investment services for the railways pension schemes.

10 Bernadette Young FCG
Bernadette serves on the Investment and Audit and Risk Committees. A Chartered Governance Professional since 1994, she supports the company secretarial and governance needs of companies through the consultancy firm she co-founded, Indigo: Independent Governance. Bernadette started her career in in-house roles with BAe Systems, Britvic, RSA and Royal London.

Statement of the CGIUKI board's responsibilities

In respect of the preparation of financial statements

The membership of the CGIUKI board recognises its responsibility under Byelaws 61.7 and 61.8 for the management and control of the assets and liabilities of The Chartered Governance Institute UK & Ireland and for the preparation of its financial statements under CGIUKI Regulation 99.

The Chartered Governance Institute UK & Ireland is a division of The Chartered Governance Institute, which, as a body incorporated under Royal Charter, is not subject to UK company law. However, the CGIUKI board has elected to prepare the financial statements in accordance with FRS102, The Financial Reporting Standard applicable in the UK and Republic of Ireland, as issued by the Financial Reporting Council.

The financial statements of The Chartered Governance Institute UK & Ireland and the Group are required to give a true and fair view of the state of affairs and the net surplus or deficit of the division and the Group for each year. In preparing these financial statements, the CGIUKI board is required to:

- Select suitable accounting policies and then apply them consistently
- Make judgements and accounting estimates that are reasonable and prudent
- Prepare the financial statements on a going concern basis unless it is inappropriate to presume that the Institute and Group will continue in business.

The CGIUKI board is responsible for keeping adequate accounting records that disclose with reasonable accuracy at any time the financial position of the division and the Group. It is also responsible for safeguarding the assets of the Group, and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The CGIUKI board is responsible for the maintenance and integrity of the corporate and financial information included on the division's website. Legislation in the UK governing the preparation and dissemination of the financial statements and their information included in the annual reports may differ from legislation in other jurisdictions.

Senior management team

(as at the date of these financial statements)

Sara Drake
Chief Executive
Sara joined the Institute in 2019, having spent much of her career working in the media sector and with professional bodies. Previously CEO of the Association for Project Management, she holds non-executive directorships in the private and charity sectors.

Peter Swabey FCG
Policy and Research Director
Peter leads the Institute's policy and research activities, ProShare business and Institute journal. A member of a number of industry committees and a regular speaker on governance, he develops the Institute's profile through thought leadership, lobbying and liaison with legislators and regulators.

Neil Newman
Commercial Director
Neil is responsible for driving forward the Institute's commercial strategy and increasing brand visibility. Previously Director of Development at the Institute of Paralegals, he has over 18 years' experience of professional bodies. He holds non-executive positions in the regulatory and private sectors.

Cynthia Mora-Spencer ACG
Head of Secretariat
Cynthia oversees the governance activities, providing company secretarial support and advice to the governing body for CGIUKI, as well as the Group including its subsidiary companies. A company Secretary and a Governance Professional with over 15 years of experience, she is also Institute Secretary for the global institute.

Simon Alsop
Finance Director
Simon joined CGIUKI in late 2022, and he is responsible for the finances and associated areas of the Institute. He is a Fellow of the ICAEW and has worked in a range of roles and organisations since qualifying in 1994, mostly within the training and learning sectors.

Governance review

The Chartered Governance Institute UK & Ireland (CGIUKI) is committed to maintaining the highest standards of corporate governance. As a leading supporter of the FRC's UK Corporate Governance Code, CGIUKI voluntarily applies the principles and provisions of the Code to its operations, as far as applicable for a professional body incorporated by Royal Charter.

2023/24 CGIUKI board

The CGIUKI board (the board) is responsible for the overall leadership of the division, setting its vision, mission and values, and ensuring its goals are met. This is achieved through the review and approval of the division's strategic aims, objectives and annual strategic and business plans, as well as the approval of the division's group annual operating and capital expenditure budgets.

The board is composed of those members elected by the members residing in those countries that the division represents and the most recent past president of the division.

All new members of our board receive an induction programme which informs them about the structure and strategy of CGIUKI, their role, and the key issues affecting the profession.

board members do not receive any remuneration other than reimbursement of expenses incurred in undertaking CGIUKI business. Members of the board are required to declare any potential conflict of interest that may arise.

This year, the board welcomed its first non-Institute member, Justine Lutterodt, following her election at the end of June 2023. The addition of Justine, along with the existing skills and experience of the board members and observers, has strengthened the board in various aspects, including commercial and financial.

There were no elections to the board during the period under review, but we look forward to continuing the consolidation of a more diverse and inclusive board with the elections to be held in the Spring of 2025. Any Fellow, Associate, Affiliated of the Institute and even non-members of the Institute residing in those countries the CGIUKI represents are eligible to stand for election to the board.

The board held a formal strategic session in November 2023, where the topics of discussion included brand audit, qualifications, membership framework and our current strategic objectives and critical dependencies, which were reviewed to ensure they remained relevant. This resulted in the approval of the brand audit project involving employers and major stakeholders, which helped us to confirm and test our assumptions about current and future opportunities, the redevelopment of our sector's qualifications and the move to continuous assessment methods for them.

Other areas for discussion at the strategic session included CGIUKI's work on supporting CGI Global in refreshing its global strategy, as well as a refresher session on the constitutional framework in which CGIUKI operates.

Competition from other organisations within the governance sphere and plans to address this issue were also considered.

Charles Brown and Ruairí Cosgrove serve as President and Vice President respectively, and in July 2024, the board appointed Marie Larkin as Vice President to start her term on 1 August 2024. Two observers attend board meetings, John Heaton in his capacity as CGIUKI Representative to the council of the global institute and Chair of the Audit and Risk Committee until April 2024 and Steve Gerrard, independent Chair of the Audit and Risk Committee. There were no retirements from the board during 2023/2024.

During the year, the board also:

- Oversaw the implementation of the brand awareness campaign and the new Qualifications and Membership Framework, which resulted in the launch of the new sector qualifications
- Approved the sale of the board Evaluation business services to focus on providing accreditation and training courses for those engaged in board performance reviews, and training courses for those seeking to engage an external board reviewer

- Considered the actions taken by the Senior Management Team to mitigate the strategic and the most significant operational risks. With the support of its Audit and Risk Committee, the board was satisfied that controls were in place to mitigate these risks ensuring the sustainability of the organisation
- Received regular reports on the implementation of the next stage of our digital transformation which included the launch of a new financial system and plans to implement a new website, both of which would improve the services offered to our stakeholders
- Agreed membership fees 2024 and 2025 and approved the budget for 2024/25, which supports our four strategic objectives
- Considered the engagement with the CGIUKI's special interest groups, agreeing guidelines for support and a new governance framework around them to be implemented to ensure oversight and management of risks in relation to these groups
- Received updates on competition and discussed in detail the potential confusion arising from similarly named organisations operating within the governance sphere. As a result, plans to protect the Institute's brand and its intellectual property were put in place
- Approved the funding of an increase in the Institute's employer pension contributions under the auto-enrolment scheme for the benefit of its employees
- Discussed ProShare's performance over the last couple of years and its future strategy, agreeing that key strategic goals had been furthered since the business was acquired
- Received regular updates on financial performance, including investment income, allowing it to closely monitor macroeconomic factors that had an impact on the activities of the organisation. Also reported on issues discussed at the global institute's council meetings, including the contribution of CGIUKI to the review of the global institute's strategic plan
- Agreed CGIUKI's trustee appointments to the Chartered Secretaries Charitable Trust (CSCT) resulting in the appointment of Victoria Penrice and Anthony Corriette as trustees for the period 2024/2027
- Received regular updates regarding retention and recruitment of staff and general aspects regarding the culture around the organisation
- Reviewed the planning in relation to the future of the defined benefit scheme and agreed to the proposal of investigating the option of seeking a buy-out transaction for the scheme.

The board meets privately, without senior management present before, during or after each meeting.

The board met six times in the period 2023/24.

CGIUKI board

Charles Brown (in the Chair)	6/6
Victoria Penrice	6/6
Anthony Corriette	6/6
Ruairí Cosgrove	6/6
Silvana Glibota-Vigo	6/6
Soodesh Jowaheer	6/6
Justine Lutterodt	6/6
Marie Larkin	6/6
Lisa Sunner	5/6
Bernadette Young	6/6
John Heaton	as a board member: 1/1
	as an observer: 5/5
Stephen Gerrard	as an observer: 2/2

Audit & Risk Committee

The Audit & Risk Committee monitors the integrity of financial statements, internal controls, and risk management systems. It also considers and makes recommendations to the board concerning the reappointment of the external auditor, oversees the internal audit function, and manages the selection processes for external and internal auditors when required.

Governance review (continued)

External audit

In the interest of good practice, the Committee reviewed the auditor engagement as the previous auditor, Haysmacintyre LLP, had been in place for a period of six years. The outcome of this engagement review was a tendering process and the passing of a resolution at the CGIUKI Division AGM in May 2024 to appoint Sayer Vincent LLP.

The Audit & Risk Committee agrees the scope of the audit and reviews the annual audit report. It also monitors the level and nature of any non-audit services provided by the auditor, considering relevant ethical guidance on the provision of such services.

Non-audit services purchased in the year from Haysmacintyre for tax and compliance services (until April 2024) amounted to £7,740 and Sayer Vincent LLP (from May 2024) amounted to £nil. Having reviewed Haysmacintyre LLP's and Sayer Vincent LLP's processes and procedures to ensure and preserve its audit independence, the Committee agreed that their independence was not compromised through the level of non-audit work undertaken in the year.

The external auditor is invited to attend the meetings of the Audit & Risk Committee.

Internal audit and risk management

The internal auditor (RSM Risk Assurance Services until 31 August 2024) is also invited to attend meetings of the Audit & Risk Committee. Please refer to page 28 for an explanation of the role of the Audit & Risk Committee in risk management.

During the year, the Committee also:

- Oversaw the audit, assurance, and risk management processes within CGIUKI's division, monitoring the level of non-audit work undertaken by the external auditor and agreeing to the auditor's independence safeguards
- Reviewed the declaration of the related party interest made by the board, Committees and the Senior Management Team, obtaining assurances that the decision-making processes undertaken were transparent and conducted with integrity
- Oversaw the audit tender for the engagement of a new external auditor, Sayer Vincent LLP
- Reviewed the strategic and most significant operational risks, monitoring at each meeting the current controls implemented by the organisation to mitigate these risks
- Received updates on IT controls, including cybersecurity and AI, following last year's internal audit recommendation to ensure that the processes and procedures undertaken were robust.

The Committee meets privately both on its own and with the External Auditor, without senior management present before or after each meeting.

The Committee met once in the period 2023/24.

Audit and Risk Committee	
John Heaton (Chair until April 2024)	1/1
Stephen Gerrard (Chair from May 2024)	1/1
Charles Brown	1/1
Anthony Corriette	1/1
Victoria Penrice	1/1
Bernadette Young	1/1

Nomination and Remuneration Committee

The Nomination and Remuneration Committee ensures the board's composition is fit for purpose, oversees the nomination of the CGIUKI President and Vice-Presidents, and makes recommendations to the board on changes to its structure, size, composition, and the membership of its standing committees and subsidiary company boards.

During the year, the Committee:

- Reviewed the size and skills of the board, assessed its effectiveness – including the challenges of increasing diversity within – and recommended that the size of the board remained at 10 for 2023/2024

- Discussed succession planning for the CGIUKI President and Vice-Presidents and, given the skills and experience of Charles Brown, Ruairí Cosgrove and Marie Larkin, agreed to recommend their appointments as President and Vice-Presidents respectively
- Oversaw, under its delegated responsibilities stated in the CGIUKI's Nomination and Election Rules, the setup of the election process for the CGIUKI representative to the global institute's council. The call for nomination to a vacancy was open to all members of CGIUKI and advertised, resulting in the re-appointment of Victoria Penrice to serve for a further three-year term
- Agreed the structure, composition, appointments and reappointments of members to committees and working groups
- Discussed and made recommendations in relation to the remuneration of the CEO and the Senior Management Team where salaries exceeded delegated authority to the CEO.

The Committee meets privately, without senior management present, before, during or after each meeting.

The Committee met twice during the period 2023/24.

Nomination and Remuneration Committee

Charles Brown (Chair from August 2023)	2/2
Victoria Penrice (Chair until July 2023)	2/2
Silvana Glibota-Vigo	2/2
Lisa Sunner	1/2
Ruairí Cosgrove	1/1
John Heaton	1/1

Membership Committee

The Membership Committee assesses and recommends candidates for membership or Fellowship within CGIUKI. It also makes recommendations on the systems and procedures for admissions policy, provides guidance on member benefits, and monitors the Continuing Professional Development and Public Practice Scheme.

During the year, the Committee:

- Reviewed and made recommendations to the board on membership applications received. To enable Fellowship applications to be reviewed more promptly, the Committee continues to meet once a month to review and recommend applications for approval. In total, the committee reviewed and recommended for approval 165 Fellowship applications and 187 Associateship applications
- Approved the policy for the re-admission of lapsed members ensuring a rigorous and transparent process. This included the completion of competency-based questions for those members that had been away for a period of time
- Received regular reports on membership renewals noting that, despite the current economic circumstances and legacy of the pandemic, 93% renewed their membership in 2024
- Continued to audit Associate membership approval every quarter to ensure that the correct marking criteria were being applied by the membership team when reviewing the applications
- Made recommendations to the board on individuals (GradCG) who had graduated over 10 years ago and monitored results of the campaign to encourage them to convert to full membership
- Reviewed the performance of the Contact Centre and monitored upgrading campaigns for members and branch activities

Governance review (continued)

- Received regular reports on the implementation of an online process for completion of membership forms and relevant guidance to support members
- Received updates on plans to improve the CPD process for members.

The Committee meets privately, without senior management present, before, during or after meetings each quarter.

We want to thank Sarvesh Upadhyay, who stood down from the Committee in April 2024.

The Committee met eleven times during the period 2023/24.

Membership Committee	
Susan Fadil (Chair until July 2023)	1/1
Marie Larkin (Chair from August 2023)	11/11
Anthony Corriette	10/11
Victoria Penrice	1/1
Silvana Glibota-Vigo	9/11
Justine Lutterodt	8/11
Damien Sharpe	10/11
Sarvesh Upadhyay	4/9

Education and Learning Committee

The Education and Learning Committee advises the board on all qualifications within CGIUKI, including those leading to membership of the Institute. An Assessment Review Panel monitors the quality and standard of CGIUKI examinations.

During the year, the Committee:

- Closely monitored and analysed the pass rate for all the exams and oversaw actions taken by staff resulting in an increased pass rate in various modules, including Corporate Governance and Interpreting Financial and Accounting Information
- Reviewed the outcome of the review of the qualifying exam procedures carried out to identify key processes and risk areas. Key recommendations were implemented to mitigate the threats identified
- Endorsed plans for a new Qualifications and Membership Framework, ensuring that our learning offer remains suitable and relevant for the future. Oversaw the development of a core skills module for sector qualifications and the transition to a more modern assessment approach
- Received regular reports following the launch of the new Learning Management System, ensuring that the user experience for our students continues to modernise and evolve around their expectations
- Received updates on plans to accredit university governance courses and revalidation for universities
- Approved various assessment policies and the prize winners for the November 2023 and June 2024 exams.

The Committee meets privately, without senior management present before, during or after each meeting.

The Committee met twice during the period 2023/24.

Education and Learning Committee	
Ruairí Cosgrove (Chair)	2/2
Silvana Glibota-Vigo	1/2
Soodesh Jowaheer	2/2
David Kyle	2/2
Marie Larkin	2/2
Mike Molan	0/2
Eleanor Daly (Adviser)	2/2

Investment Committee

The Investment Committee oversees the investment of funds on behalf of the CGIUKI board. It recommends the investment strategy, oversees its implementation, sets investment return requirements, and monitors investment performance.

The focus of the Committee's work during the year included:

- Reviewing investment reports prepared by the investment adviser and reports prepared by the investment managers at each meeting concerning the performance of the funds.
- Considering and recommending changes to the investment strategy to ensure that the illiquid fund allocation of the investment portfolio generated the expected return. This resulted in a reduced allocation and the cancellation of the commitment to invest in one of the initially selected illiquid funds.
- Recommending amendments to the Committee's terms of reference to ensure that they were in alignment with other constitutional documents allowing the independent Chair of the Audit and Risk Committee to be a member of the Investment Committee.

The Committee meets privately, without senior management present, before, during or after each meeting.

The Committee met twice during the period 2023/24.

Investment Committee	
Victoria Penrice (in the Chair)	2/2
Ruairi Cosgrove	2/2
John Heaton	2/2
Soodesh Jowaheer	1/1
Lisa Sunner	2/2
Bernadette Young	1/1

Financial review

The Chartered Governance Institute UK & Ireland's Group financial statements set out in the following pages are for the year ended 30 June 2024. They comprise the results, assets and liabilities of the division and its subsidiaries, CGI Publishing Limited, CGI Business Services Limited and CGI ProShare Limited.

As the responsibility for the management and control of the assets within the division is conferred by the Charter and Byelaws upon the CGIUKI board, it is not appropriate for the financial statements of the division to be consolidated with those of the global institute.

The Group's result for the year

The Group's result to 30 June 2024 was a net surplus of £1,570,000 as shown in the consolidated income statement on page 44. The Group's result is after charging tax of £841,000 (including £255,000 of deferred tax) and compared to a net surplus of £728,000 in 2023.

A summary of the group's result for the year is as follows:

- Operating income = £7,925,000 (2023: £7,304,000)
- Gross contribution = £2,797,000 (2023: £2,862,000)
- Administration expenses = £3,581,000: (2023: £3,579,000)
- Operating deficit =£784,000 (2023: £717,000)
- Investment income = £1,008,000 (2023: £674,000)
- Gains on investments = £2,049,000 (2023: £952,000)
- Surplus before tax = £2,411,000 (2023: £944,000)

Professional activities

An analysis of income is provided in note 3 on page 54. Income from professional activities totalled £5,462,000 against £5,130,000 in 2023.

Member income of £2,575,000 was higher than that achieved in 2023 of £2,271,000. Student income also increased to £1,428,000 from £1,200,000 in 2023.

Other professional income which comprises short course qualifications and magazine advertising income reached £1,025,000 against £1,181,000 in 2023, and other income, which relates mainly to grant income received, was £434,000 compared to £478,000 last year.

Commercial and other activities

Revenue from commercial and other activities, which is managed by the subsidiary companies as set out below, increased by 13%, to £2,463,000 from £2,174,000 in 2023. The analysis of the operating income from commercial activities is shown in note 3 on page 54.

CGI Publishing

Income from publications decreased to £128,000 from £138,000 in 2023, resulting in an operating profit before tax of £29,000 compared to a deficit of £82,000 in 2023.

CGI Business Services

CGI Business Services Limited operates the training and conference businesses mentioned above and the board performance evaluation business unit. Income increased to £1,780,000 compared to £1,540,000 in the prior year.

The training and conference businesses continued to benefit from the upward trend seen last year due to the ongoing impact of the end of lock-down restrictions. However, the pent-up demand for venues has increased the cost of delivering conferences and awards events.

Board performance evaluation services carried out reduced in the year, with income of £33,000 compared to £176,000 in the prior year. Following a strategic review, the Group decided to focus on providing accreditation and training courses for individuals and organisations engaged in board performance reviews and training courses for those seeking to engage an external board reviewer. As a result of this decision, CGIUKI is no longer providing board performance reviews through its in-house board evaluation service.

The company's operating surplus before tax reduced to £211,000 from £308,000 in 2023.

CGI ProShare

Income of £555,000 was up on the previous year of £496,000 and the result for the year was a gross profit of £259,000 compared to £296,000 the previous year.

Investments

During the financial year, CGIUKI held investments in three funds: the Columbia Threadneedle Dynamic Real Return Fund and Janus Henderson Multi Asset Credit (MAC) Fund and a fund managed by Partners Group (Guernsey) Limited.

The funds are invested in accordance with an investment strategy agreed by the CGIUKI board. Oversight of the investments and their performance is provided by the Investment Committee assisted by advisers Barnett Waddingham LLP.

Cash was originally invested equally across both funds and the investment objective for each was that they generate a real return (above inflation) and, in the case of the Janus Henderson MAC fund, to provide an income to meet the annual operating deficit of the group. In August 2023, £5,380,000 was transferred from the Columbia Threadneedle Dynamic Real Return Fund into the Partners Fund, a unit trust managed by The Partners Group.

The combined market value of the funds at 30 June 2024 was £34,157,000 (2023: £32,108,000) having generated income of £1,008,000 (2023: £674,000 – note 7) and a net gain of £2,049,000 (2023: 952,000 – note 11).

Columbia Threadneedle Dynamic Real Return Fund follows an actively managed strategy designed to deliver risk-adjusted capital growth of inflation (CPI) plus 4%, with less than two-thirds the volatility of equities. It follows a long only, unlevered investment approach across broad asset classes including equities, fixed income, commodities, property, cash and absolute return strategies.

The Janus Henderson MAC fund aims to generate a total return from a combination of income and capital growth over the long term. The Fund invests primarily in secured loans, high yield bonds, asset-backed securities and other secured credit exposures. The Fund invests internationally allowing regional or country allocations to vary over time. In addition to value growth the fund also targets income and is the source of the investment income of £1,008,000.

The primary investment objective of the Partners Fund is to achieve capital growth over the medium to long-term by investing in various alternative asset classes and/or alternative investment strategies. The Trust may invest in a combination of different alternative asset classes and/or alternative investment strategies including private alternative investment strategies and public alternative investment strategies.

Reserves Policy

The total reserves of the group are represented by the accumulated fund of £37,261,000 which includes the investments in marketable securities of £34,157,000 and cash holdings of £5,224,000. Cash is held to provide working capital and to fund development opportunities as they arise. The CGIUKI board reviews the level of the group's reserves against identified financial risks and financial performance. Reserves are held to provide foreseeable working capital requirements without the need to borrow, to allow investment in opportunities to develop the group's operations and business, and to protect against unexpected circumstances and demands for funds.

Going concern

The Group's total cash balances at the year-end were £5,224,000 (2023: £4,837,000). Cash flow forecasts for the Group show that it will have positive cash flows for at least 12 months from the date of these financial statements. It is therefore considered appropriate that these financial statements are produced on a going concern basis.

Simon Alsop
Finance Director
29 January 2025

Independent auditor's report

Opinion

We have audited the financial statements of the Chartered Governance Institute of UK and Ireland ('CGIUKI') and its subsidiaries (the 'group') for the year ended 30 June 2024 which comprise the Consolidated and CGIUKI Income Statements, the Consolidated and CGIUKI statements of Comprehensive Income, the Consolidated and CGIUKI Statements of Financial Position, the Consolidated and CGIUKI Statements of Changes in Equity, the Consolidated and CGIUKI Statements of Cash Flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- Give a true and fair view of the state of the group's and CGIUKI's affairs as at 30 June 2024 and of the group's and CGIUKI's net surplus, including its income and expenditure, for the year then ended
- Have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the group financial statements section of our report. We are independent of the group and CGIUKI in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the board's use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the board with respect to going concern are described in the relevant sections of this report.

Other Information

The other information comprises the information included in the annual report other than the group financial statements and our auditor's report thereon. The board is responsible for the other information contained within the annual report. Our opinion on the group financial statements does not cover the other information, and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the group financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the group financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of the board

As explained more fully in the statement of CGIUKI board's responsibilities set out in the annual report, the board is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the board determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the board is responsible for assessing the group's and CGIUKI's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the board either intends to liquidate the group or CGIUKI or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud are set out below.

Capability of the audit in detecting irregularities

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, our procedures included the following:

- We enquired of management and the board, which included obtaining and reviewing supporting documentation, concerning the group's policies and procedures relating to:
  - Identifying, evaluating, and complying with laws and regulations and whether they were aware of any instances of non-compliance;
  - Detecting and responding to the risks of fraud and whether they have knowledge of any actual, suspected, or alleged fraud;
  - The internal controls established to mitigate risks related to fraud or non-compliance with laws and regulations.
- We inspected the minutes of meetings of those charged with governance.
- We obtained an understanding of the legal and regulatory framework that the group operates in, focusing on those laws and regulations that had a material effect on the financial statements or that had a fundamental effect on the operations of the group from our professional and sector experience.
- We communicated applicable laws and regulations throughout the audit team and remained alert to any indications of non-compliance throughout the audit.
- We reviewed any reports made to regulators.
- We reviewed the financial statement disclosures and tested these to supporting documentation to assess compliance with applicable laws and regulations.
- We performed analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud.
- In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments, assessed whether the judgements made in making accounting estimates are indicative of a potential bias and tested significant transactions that are unusual or those outside the normal course of business.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

A further description of our responsibilities is available on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

This report is made solely to the members of CGIUKI as a body. Our audit work has been undertaken so that we might state to the CGIUKI members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than CGIUKI and its members as a body, for our audit work, for this report, or for the opinions we have formed.

Sayer Vincent LLP

Jonathan Orchard (Senior statutory auditor)
10 February 2025
for and on behalf of Sayer Vincent LLP,
Statutory Auditor
110 Golden Lane, LONDON, EC1Y 0TG

Financial statements

Consolidated income statement

(for the year ended 30 June 2024)

	Notes	2024 Total Group £000	2023 Total Group £000
Operating income	3	7,925	7,304
Direct costs in support of professional activities	4	(3,507)	(3,498)
Direct costs in support of commercial and other activities	4	(1,621)	(944)
Gross contribution		2,797	2,862
Administration expenses	5	(3,581)	(3,579)
Operating deficit		(784)	(717)
Investment income	7	1,008	674
Interest receivable		138	35
Gains on investments	11	2,049	952
Surplus on ordinary activities before taxation		2,411	944
Taxation charge on ordinary activities	8	(841)	(216)
Surplus on ordinary activities after taxation		1,570	728

Consolidated statement of comprehensive income

(for the year ended 30 June 2024)

	Notes	2024 Group £000	2023 Group £000
Surplus on ordinary activities after taxation		1,570	728
Other comprehensive income:			
Actuarial loss on defined benefit pension scheme	16(c)	(1,373)	(558)
Total comprehensive income		197	170

All activities in 2024 are continuing.

Pages 50 to 65 form an integral part of these financial statements.

CGIUKI income statement

(for the year ended 30 June 2024)

	Notes	2024 £000	2023 £000
Operating income	3	5,875	5,548
Direct costs in support of professional activities	4	(3,507)	(3,498)
Gross contribution		2,368	2,050
Administration expenses		(3,403)	(2,819)
Operating deficit		(1,035)	(769)
Investment income		1,008	674
Interest receivable		68	20
Gains on investments	11	2,049	952
Surplus on ordinary activities before taxation	6	2,090	877
Taxation charge on ordinary activities		(746)	(195)
Surplus on ordinary activities after taxation		1,344	682

CGIUKI statement of comprehensive income

(for the year ended 30 June 2024)

	Notes	2024 £000	2023 £000
Surplus on ordinary activities after taxation		1,344	682
Other comprehensive income:			
Actuarial loss on defined benefit pension scheme	16(c)	(1,373)	(558)
Total comprehensive income		(29)	124

All activities in 2024 are continuing.

Pages 50 to 65 form an integral part of these financial statements.

CGI Group balance sheet

(as at 30 June 2024)

		At 30 June 2024		At 30 June 2023	
		Group	CGIUKI	Group	CGIUKI
	Note	£000	£000	£000	£000
Non-current assets					
Intangible assets	9	164	164	341	341
Property, plant and equipment	10	187	187	186	186
Investments in marketable securities	11	34,157	34,157	32,108	32,108
Investments in subsidiaries	12	–	150	–	150
		34,508	34,658	32,635	32,785
Current assets					
Trade and other receivables	13	1,680	2,726	1,572	1,997
Cash and cash equivalents		5,224	1,629	4,837	2,282
		6,904	4,355	6,409	4,279
Current liabilities					
Trade and other payables	14(a)	(1,947)	(2,048)	(1,147)	(1,408)
Deferred income	15	(1,467)	(844)	(1,652)	(1,062)
Net current assets		3,490	1,463	3,610	1,809
Total assets less current liabilities		37,998	36,121	36,245	34,594
Provisions for liabilities					
Provision for deferred tax	14(b)	(737)	(737)	(482)	(482)
Pension scheme asset	16(a)	–	–	1,301	1,301
Net assets		37,261	35,384	37,064	35,413
Accumulated reserves					
Accumulated fund		37,064	35,413	36,894	35,289
P&L account (incl actuarial result)		197	(29)	170	124
		37,261	35,384	37,064	35,413

Pages 50 to 65 form an integral part of these financial statements.

The financial statements were approved and authorised for issue by the CGIUKI board on 29 January 2025.

S. Gerrard

Stephen Gerrard
Chair, Audit and Risk Committee

Consolidated statement in changes in equity

(for the year ended 30 June 2024)

Reserves at 30 June 2024

Group

	Accumulated fund	Total reserves
	£000	£000
At 1 July 2023 as reported	37,064	37,064
Surplus for year	1,570	1,570
Other comprehensive expense for the year:		
Net actuarial loss in year	(1,373)	(1,373)
At 30 June 2024	37,261	37,261

CGIUKI

At 1 July 2023	35,413	35,413
Surplus for year	1,344	1,344
Other comprehensive expense for the year:		
Net actuarial loss in year	(1,373)	(1,373)
At 30 June 2024	35,384	35,384

Reserves at 30 June 2023

Group

	Accumulated fund	Total reserves
	£000	£000
At 1 July 2022 as reported	36,894	36,894
Surplus for year	728	728
Other comprehensive expense for the year:		
Net actuarial loss in year	(558)	(558)
At 30 June 2023	37,064	37,064

CGIUKI

At 1 July 2022	35,289	35,289
Surplus for year	682	682
Other comprehensive expense for the year:		
Net actuarial loss in year	(558)	(558)
At 30 June 2023	35,413	35,413

Consolidated statement of cash flows

(for the year ended 30 June 2024)

	2024	2024	2023	2023
	£000	£000	£000	£000
Cash flows from operating activities				
Cash used in operations		(546)		(584)
Tax (paid)/repaid		(157)		71
Net cash outflow from operating activities		(703)		(513)
Cash flows from investing activities				
Purchase of tangible fixed assets	(56)		(43)	
Interest received	138		35	
Investment income	1,008		674	
Net cash generated in investing activities		1,090		666
Net increase in cash and cash equivalents		387		153
Cash and cash equivalents at beginning of year		4,837		4,684
Cash and cash equivalents at 30 June 2024		5,224		4,837

Reconciliation of surplus on ordinary activities before taxation to cash used in operations		
Surplus on ordinary activities before tax	2,411	944
Adjustments for:		
Change in fair value of investments	(2,049)	(952)
Interest received	(138)	(35)
Investment income	(1,008)	(674)
Amortisation of intellectual property and development costs	177	203
Depreciation charge	55	58
Difference between net pension expenses and cash contributions	(72)	(51)
Changes in:		
Stocks	–	3
Debtors	(108)	206
Creditors	800	(349)
Creditors adjustment: changes in corporation tax	(429)	(131)
Deferred income	(185)	194
Cash used in operations	(546)	(584)

CGIUKI statement of cash flows

(for the year ended 30 June 2024)

	2024	2024	2023	2023
	£000	£000	£000	£000
Cash flows from operating activities				
Cash used in operations		(1,580)		(394)
Tax repaid		(93)		71
Net cash outflow from operating activities		(1,673)		(323)
Cash flows from investing activities				
Purchase of tangible fixed assets	(56)		(43)	
Interest received	68		20	
Investment income	1,008		674	
Net cash generated from investing activities		1,020		651
Net (decrease)/increase in cash and cash equivalents		(653)		328
Cash and cash equivalents at beginning of year		2,282		1,954
Cash and cash equivalents at 30 June 2024		1,629		2,282

Reconciliation of surplus on ordinary activities before taxation to cash used in operations		
Surplus on ordinary activities before tax	2,090	877
Adjustments for:		
Change in fair value of investments	(2,049)	(952)
Interest received	(68)	(20)
Investment income	(1,008)	(674)
Amortisation of intellectual property and development costs	177	180
Depreciation charge	55	58
Difference between net pension expenses and cash contributions	(72)	(51)
Changes in:		
Debtors	(729)	(366)
Creditors	640	367
Creditors adjustment: changes in corporation tax	(398)	(110)
Deferred income	(218)	297
Cash used in operations	(1,580)	(394)

Notes to the financial statements

1 General information

These Group financial statements represent the activities of the CGIUKI division of The Chartered Governance Institute (the Institute) and are presented in Pounds Sterling (GBP), as that is the currency in which the majority of the Group's transactions are denominated.

Accordingly, these financial statements comprise the results, assets and liabilities of the Institute in the UK, Republic of Ireland and Associated Territories, the Channel Islands and Isle of Man, and the Institute's trading subsidiaries, CGI Publishing Limited, CGI Business Services Limited and CGI ProShare Limited.

The CGIUKI board has managed the affairs of the Institute and its group in CGIUKI in accordance with the requirements of the Institute's Byelaws 61.7 and 61.8 and the CGIUKI Regulations made thereunder.

Under CGIUKI Regulation 92 the CGIUKI board is responsible for producing the audited financial statements of CGIUKI. The Institute is a United Kingdom professional body for governance. It was granted a Royal Charter in 1902. The Institute's address is Saffron House, 6-10 Kirby Street, London, EC1N 8TS.

The principal accounting policies that have been applied, by all subsidiaries, in the preparation of these consolidated financial statements are set out below. The policies have been applied consistently to all the periods presented, unless otherwise stated.

2 Accounting policies

a. Basis of preparation

These financial statements are prepared in accordance with FRS102 as issued by the Financial Reporting Council under the historical cost convention, modified to include certain items at fair value.

The preparation of financial statements in conformity with FRS102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the accounting policies selected for use by the Group. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in section u). Use of available information and application of judgement are inherent in the formation of estimates. Actual outcomes in the future could differ from such estimates.

b. Going concern

The financial statements have been prepared on a going concern basis. At 30 June 2024, the Group had an excess of assets over liabilities, in other words, net assets, of £37,261,000 compared with £37,064,000 in the previous period. Included within net assets net current assets of £3,490,000. This figure is a measure of the ability of the Group to meet its obligations to its creditors as they fall due. Also included within the figure for net assets is the deferred income balance of £1,467,000. The deferred income figure arises as a consequence of the Group's income recognition policy and represents income received in advance. As such, it is not normally repayable and is shown separately within the statement of financial position. The pension scheme is funded by way of contributions, the amount of which has been agreed with the scheme actuary. The cash flow forecasts prepared by senior management show that the Group will have positive cash flows for at least 12 months from the date these financial statements are approved. The CGIUKI board therefore considers that the Group has sufficient funds to meet its obligations as they fall due and deems it appropriate that the financial statements are produced on a going concern basis.

c. Consolidation policy

The financial statements comprise those of CGIUKI and its subsidiaries. Subsidiaries which are directly or indirectly controlled by the Group are consolidated. Accounting policies applied by individual subsidiaries have been revised where necessary to ensure consistency with group policies for consolidation purposes. The acquisition method of accounting is used by the Group when it undertakes a business combination. All intra-group transactions and balances between group entities are eliminated on consolidation.

d. Operating income – revenue recognition

Member subscription income is recognised in the period to which it relates. Student examination income is recognised in the period in which the examinations are taken. Member subscriptions and student examination income received in advance of the period the subscription falls due or of the period the examination is taken, are carried forward as deferred income at the reporting date.

The income from book sales is recognised upon despatch and publications income is recognised in the period to which it relates. Income from training courses and conferences is recognised upon the timing of the event and all other income is recognised upon provision of the goods or services.

Amounts received in advance of the date the training courses and conferences are held, and publications subscription income received in advance of the period in which it falls due, are carried forward as deferred income at the reporting date.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

e. Foreign currency

Transactions in foreign currencies are translated at rates prevailing at the date of the transaction. Balances denominated in foreign currencies are translated at the rate of exchange prevailing at the statement of financial position date. Exchange differences are taken to the income statement.

f. Taxation

Income tax expense represents the sum of the current tax and deferred tax. The Institute's transactions with its members are not subject to tax. Other transactions are taxable on a basis agreed with HM Revenue & Customs. Subsidiary companies are subject to tax on a normal basis; the charge for current tax is based on the result for the year, or the period to the date of disposal, adjusted for items which are non-assessable or disallowed. It is calculated using tax rates that have been enacted or substantively enacted by the reporting date. Current and deferred tax is recognised in the same component of the income statement, other comprehensive income or equity as the transaction or event that resulted in the tax expense or income.

g. Deferred taxation

Deferred tax is the tax expected to be payable or recoverable on timing differences between taxable profits and the total comprehensive income as reported in the financial statements. In addition, where there is a difference between the taxable amount of an asset (other than goodwill) acquired in a business combination and the value at which it is recognised, deferred tax is recognised in respect of that difference.

Deferred tax liabilities are recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits will be available against which timing differences can be utilised.

Deferred tax is calculated at the tax rates that have been enacted, or substantively enacted by the reporting date, and are expected to apply in the period when the liability is settled or the asset realised.

A change in deferred tax assets and liabilities as a result of a change in the tax rates or laws is recognised in the income statement, or comprehensive income to the extent that it relates to items previously recognised in comprehensive income.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

h. Property, plant and equipment

Property, plant and equipment is stated at cost less accumulated depreciation and any recognised impairment loss. The residual values and useful lives of property, plant and equipment are reviewed, and adjusted if appropriate, at the end of each reporting period if there are indicators of change. The carrying amount of an asset is written down immediately to its recoverable amount if the asset's carrying amount is assessed as greater than its estimated recoverable amount.

Depreciation is provided on all property, plant and equipment and is calculated on the straight-line basis at the following per annum rates, which are sufficient to reduce them to their estimated residual value:

- Leasehold improvements 7%
- Fixtures and fittings 10% to 33%
- Computer equipment 15% to 33%

Property, plant and equipment are depreciated from the beginning of the month in which they were purchased.

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the income statement.

i. Investments

Investments in marketable securities are included at fair value. Investments in subsidiaries are included in the statement of financial position at cost, less a provision where there is deemed to be a permanent impairment in value.

Notes to the financial statements (continued)

2 Accounting policies (continued)

j. Other intangible assets

Research expenditure is written off to the consolidated income statement in the period in which it is incurred.

Development expenditure is written off in the same way unless the technical, commercial and financial viability of individual projects is such that the expenditure will derive future economic benefit.

In these circumstances, the expenditure is capitalised and amortised over a period of up to three years, being the time the Group is expected to benefit, subject to annual impairment reviews.

k. Impairment of non-financial assets

At each reporting date, the Group reviews the carrying amounts of its tangible and intangible assets, to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

l. Financial assets and liabilities

General

Financial instruments are recognised on the Group's statement of financial position when the group becomes a party to the contractual provisions of the instrument. Financial instruments are initially measured at transaction price unless the arrangement constitutes a financing transaction which includes transaction costs for financial instruments not subsequently measured at fair value. Subsequent to initial recognition, they are measured as set out below. A financing transaction is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Classification

Financial instruments are classified as either 'basic' or 'other' in accordance with Section 11 of FRS102.

Subsequent measurement

At the end of each reporting period, debt instruments classified as basic are measured at amortised cost using the effective interest rate method. Investments in preference and ordinary shares classified as basic financial instruments, and all financial instruments not classified as basic are measured at fair value at the end of the reporting period, with the resulting changes recognised in the income statement. Where their fair value cannot be reliably measured, they are recognised at cost less impairment.

Derecognition

Financial assets are derecognised when the contractual rights to the cash flows from the asset expire, or when the Group has transferred substantially all the risks and rewards of ownership. Financial liabilities are derecognised only once the liability has been extinguished through discharge, cancellation or expiry.

m. Impairment of financial assets

Assets carried at cost or amortised cost.

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired.

A financial asset or a group of financial assets is impaired and impairment losses are incurred if, and only if, there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be estimated reliably.

n. Trade and other receivables

Trade receivables are amounts due from customers for products sold or services performed in the ordinary course of business.

Trade receivables are recognised at the undiscounted amount of cash receivable, which is normally the invoice price, less any allowances for doubtful debts.

o. Cash and cash equivalents

Cash and cash equivalents consist of cash on hand and balances with banks, and investments in money market instruments which are readily convertible, being those with original maturities of three months or less.

Cash and cash equivalents are measured at fair value, based on the relevant exchange rates at the reporting date.

p. Reserves

Reserves attributable to CGIUKI consist of the accumulated fund.

q. Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Accounts payable are classified as payables falling due within one year if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as payables falling due after one year.

Trade payables are recognised at the undiscounted amount owed to the supplier, which is normally the invoice price.

r. Employee benefits

Retirement benefit obligations
The Group has both defined benefit and defined contribution plans.

A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

The contributions payable in providing benefits under the defined contribution scheme are charged to the income statement in the period to which they relate.

A defined benefit plan is a pension plan that is not a defined contribution plan. Typically defined benefit plans define an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service with the Group and compensation levels.

Under FRS102 the operating costs of providing the benefits, the service costs, the interest cost and the expected return on assets are included in the income statement in the period in which they arise. The actuarial gains and losses from the defined benefit pension scheme are recognised in the statement of comprehensive income. Any deficit in the defined benefit pension scheme is shown in the statement of financial position as a liability.

Actuarial valuations are obtained triennially and updated under FRS102, Section 28, Employee Benefits, at each reporting date. The retirement benefit obligation recognised in the statement of financial position represents the present value of the defined benefit obligation as reduced by the fair value of plan assets. Any asset resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the plan.

s. Pension Asset Recognition Policy

Based on the latest actuarial report, the pension scheme is in an asset position however, for the current financial year, in accordance with FRS 102, the Company has elected not to recognize a pension asset in its financial statements. This decision is based on the following considerations:
1. **Regulatory Compliance**: The Company adheres to the requirements of FRS 102, which permits the non-recognition of pension assets under specific conditions.
2. **Prudence:** Consistent with the principle of prudence, the Company aims to present a conservative view of its financial position.
3. **Uncertainty of Future Benefits:** During the year, the Company reviewed its planning in respect of the future of the defined benefit scheme, including investigating the option of seeking a buy-out transaction for the scheme, therefore future economic benefits associated with the pension asset are uncertain and considered unlikely to be realised in the future.

t. Leasing

Rentals payable under operating leases are charged on a straight-line basis over the lease term.

u. Estimates and judgements

The preparation of financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions that affect the reported income, expenses, assets, liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. Although these estimates are based on the management's best knowledge of the amounts, events or actions, actual results ultimately may differ from those estimates.

A significant area of judgement is that of the determination of the assumptions used in calculating the net liability in the defined benefit pension scheme. These assumptions are set out in note 16.

Notes to the financial statements (continued)

3 Operating income

	2024 Group £000	2024 CGIUKI £000	2023 Group £000	2023 CGIUKI £000
Operating income				
Professional activities				
Member income	2,575	2,575	2,271	2,271
Student income	1,428	1,428	1,200	1,200
Other professional income	1,025	1,025	1,181	1,181
Other income	434	847	478	896
	5,462	5,875	5,130	5,548
Commercial activities				
Publications	128	–	138	–
Training courses and conferences	1,747	–	1,364	–
Board performance evaluation	33	–	176	–
ProShare	555	–	496	–
	2,463	–	2,174	–
Total operating income	7,925	5,875	7,304	5,548

4 Direct costs

All items of expenditure directly attributable to the support of the professional and generation of operating income have been shown as direct costs.

5 Administration expenses

	2024 Total Group £000	2023 Total Group £000
Premises	1,234	1,100
Finance & general administration	1,265	1,117
Office costs	283	369
Commercial activities	176	356
Support services	456	434
Amortisation of intellectual property costs	–	23
Amortisation of development costs	167	180
	3,581	3,579

6 Surplus on ordinary activities before taxation

	2024	2023
	Group	Group
	£000	£000
Surplus on ordinary activities before taxation is stated after charging:		
Amortisation of capitalised development costs	177	180
Amortisation of intellectual property	–	23
Depreciation	55	58
Auditor's remuneration:		
Audit fees	39	46
Tax fees	–	4
Operating lease rentals:		
Land and buildings	664	658
Equipment	2	12
Staff costs:		
Salaries	3,231	3,014
Social security costs	357	343
Pension costs:		
Defined benefit	179	182
Defined contribution	120	82
The average number of full time employees during the year engaged in continuing operations:	62	62

7 Investment income

	2024	2023
	Group	Group
	£000	£000
Bank interest receivable	138	35
Income from investments	1,008	674
	1,146	709

Notes to the financial statements (continued)

8 Taxation

(a) Analysis of charge in period

The taxation charge on ordinary activities comprises:

	2024	2023
	Group	Group
	£000	£000
Corporation tax payable for the current year	567	130
Adjustments in respect of prior years	19	(71)
Deferred taxation:		
Current year	255	157
Effect of tax rate change on opening balance	–	–
Under provision in respect of prior years	–	–
Current year tax charge/(credit)	841	216

(b) Factors affecting the corporation tax charge for the year

The corporation tax assessed for the year is different to that at the standard rate of corporation tax in the UK of 25%(2023:20.50%). A hybrid corporation tax rate was applicable in the prior year.

The differences are explained below:

	2024	2023
	Group	Group
	£000	£000
Surplus on ordinary activities before taxation	2,411	944
Surplus on ordinary activities before taxation, multiplied by the hybrid rate of taxation of 25% (2023:20.50%)	603	194
Effects of:		
Income less expenditure not assessable for taxation purposes	(204)	51
Exempt ABGH distributions	–	–
Losses utilised	(28)	–
Capital gains recognised	151	–
Capital gains not recognised	255	81
Fixed asset differences	10	16
Deferred tax – difference in tax rates	–	60
Timing differences not recognised in tax comp	–	38
Deferred tax – not recognised	35	(179)
Adjustments in respect of prior periods	19	(71)
Adjustments in respect of prior periods (deferred tax)	–	26
Current year tax charge	841	216

(c) Factors that may affect future taxation charges

The taxation charge for future years will be affected principally by the extent to which income is not assessable to corporation tax and expenses that are not deductible or allowable for taxation purposes.

9 Intangible fixed assets

	Intellectual property	Development costs	Total
Group	**£000**	**£000**	**£000**
Cost			
At 1 July 2023	140	827	967
Additions	–	–	–
At 30 June 2024	140	827	967
Amortisation			
At 1 July 2023	140	486	626
Charge for the year	–	177	177
At 30 June 2024	140	663	803
Net book value			
At 30 June 2024	–	164	164
At 30 June 2023	–	341	341

	Intellectual property	Development costs	Total
CGIUKI	**£000**	**£000**	**£000**
Cost			
At 1 July 2023	–	658	658
Additions	–	–	–
At 30 June 2024	–	658	658
Amortisation			
At 1 July 2023	–	317	317
Charge for the year	–	177	177
At 30 June 2024	–	494	494
Net book value			
At 30 June 2024	–	164	164
At 30 June 2023	–	341	341

Notes to the financial statements (continued)

10 Property, plant and equipment

Group	Leasehold improvements and fixtures/ fittings £000	Computer equipment £000	Total £000
Cost			
At 1 July 2023	491	347	838
Additions	46	10	56
At 30 June 2024	537	357	894
Depreciation			
At 1 July 2023	349	303	652
Charge for the year	30	25	55
At 30 June 2024	379	328	707
Net book value			
At 30 June 2024	158	29	187
At 30 June 2023	142	44	186

CGIUKI	Leasehold improvements and fixtures/ fittings £000	Computer equipment £000	Total £000
Cost			
At 1 July 2023	491	347	838
Additions	46	10	56
At 30 June 2024	537	357	894
Depreciation			
At 1 July 2023	349	303	652
Charge for the year	30	25	55
At 30 June 2024	379	328	707
Net book value			
At 30 June 2024	158	29	187
At 30 June 2023	142	44	186

11 Investments in marketable securities

	Marketable securities	
	2024	2023
GROUP and CGIUKI	**£000**	**£000**
Market value		
At 1 July 2023	32,108	31,156
Additions	5,380	–
Disposals	(5,380)	–
Net change in value during the period	2,049	952
At 30 June 2024	34,157	32,108

Marketable securities comprise units in the Columbia Threadneedle Dynamic Real Return Fund and the Janus Henderson Multi Asset Credit Fund. These funds are revalued at the balance sheet date to market quoted prices. In August 2023, £5,380,000 was transferred from the Columbia Threadneedle Dynamic Real Return Fund into a new fund managed by Partners Group (Guernsey) Limited.

	The Chartered Governance Institute Shareholdings
CGIUKI	**£000**
Cost	
At 1 July 2023 & 2024	597
Amount provided	
At 1 July 2023 & 2024	447
Net book value	
At 30 June 2024	150
At 30 June 2023	150

12 Investments in subsidiaries

The subsidiaries of The Chartered Governance Institute were:

Name	Principal activity	Company Registration no.	% of equity 2024	% of equity 2023
CGI Publishing Limited	Publishing & professional education services	1576660	100	100
CGI Services Limited	Board performance evaluation & education services	2656725	100	100
CGI ProShare Limited	Promotion of employee share ownership	8187010	100	100
CGI Governance Services Limited	Dormant	8187336	100	100
CGI Board Evaluation Limited	Dormant	2754744	100	100
CGI Distance Learning Limited	Dormant	2241961	100	100
CGI Nominees Limited	Dormant	8291635	n/a	n/a
CGI Recruitment Limited	Dormant	8187301	100	100
CGI Software Limited	Dormant	4599784	100	100
Incorporated Secretaries Association Limited	Dormant	326945	100	100
Investors in Governance Limited	Dormant	9437290	100	100
The Governance Institute	Dormant	8291655	n/a	n/a
CGIUKI Holdings Limited	Dormant	10116026	100	100

At 30 June 2024 all subsidiary undertakings are owned directly by The Chartered Governance Institute (and managed by the CGIUKI board) and are companies registered in England and Wales.

Notes to the financial statements (continued)

13 Trade and other receivables

	2024	2024	2023	2023
	Group	CGIUKI	Group	CGIUKI
(Amounts falling due within one year)	**£000**	**£000**	**£000**	**£000**
Trade debtors	251	33	665	91
Amounts due from group undertakings	–	1,449	–	1,075
Other debtors	125	129	354	354
Prepayments and accrued income	1,304	1,115	553	477
	1,680	2,726	1,572	1,997

14(a) Trade and other payables

	2024	2024	2023	2023
	Group	CGIUKI	Group	CGIUKI
(Amounts falling due within one year)	**£000**	**£000**	**£000**	**£000**
Trade creditors	481	444	206	48
Other creditors	472	407	184	140
Amounts due to group undertakings	–	431	–	623
Corporation tax	547	495	118	97
Other taxes and social security costs	174	91	182	91
Accruals	273	180	457	409
	1,947	2,048	1,147	1,408

14(b) Provision for deferred tax

	2024
Group and CGIUKI	**£000**
At 1 July 2023	482
Increase in provision	255
At 30 June 2024	737

15 Deferred income

Deferred income represents member and student subscriptions, student examination income and ProShare. Membership income received in advance of the year the subscription falls due, or of the year the examination is taken, amounts received in advance of the date of training courses and conferences and publications income received in advance of the year it falls due. As these sums are not expected to be repaid in the normal course of business, they have been shown separately on the face of the statement of financial position and will be released to revenue in the next financial year.

	2024 Group	2024 CGIUKI	2023 Group	2023 CGIUKI
Balance at the beginning of the year	1,652,000	1,062,000	1,458,000	765,000
Amount released to income in the year	(1,652,000)	(1,062,000)	(1,458,000)	(765,000)
Amount deferred in the year	1,467,000	844,000	1,652,000	1,062,000
Balance at the end of the year	1,467,000	844,000	1,652,000	1,062,000

16 Pension arrangements

Defined contribution scheme

From 1 May 2005, CGIUKI has contributed to a stakeholder scheme which is available to all employees of the Institute. Contributions during the year totalled £120,000 (2023: £155,000). Contributions totalling £15,000 were owing at the year-end (2023: £18,000).

Defined benefit scheme

The Institute operates a funded defined benefit pension scheme, whose assets are held in separate trustee administered investment funds. Pension arrangements are accounted for in accordance with FRS102 Section 28, Employee Benefits. The pension cost is assessed in accordance with advice from an independent qualified actuary using the projected unit method. Contributions to the scheme are charged to expenditure in the period in which the benefits arise. The total pension cost, including expenses, charged in the income statement for the defined benefit pension scheme was £107,000 (2023: £139,000). The scheme was closed to new members from 1 February 2005 and was closed to future accrual in November 2024. The last actuarial valuation was at 1 July 2023, which was based on a range of agreed assumptions. The market value of the scheme assets was £14.25 million, and the funding level was 97%.

Based on the latest actuarial report, the pension scheme is in an asset position, however this asset has been capped at nil because future economic benefits associated with the pension asset are uncertain and considered unlikely to be realised in the future.

The employer's contribution was 38.1% of the salaries of the active members of the scheme throughout the financial year. On the advice of the scheme actuary, the employer's contribution was reduced to 14.9% with effect from August 2024. The only remaining active member opted out of the scheme with effect from 1 November 2024, and employer's contributions ceased from that date. The Group made a lump sum payment of £205,000 into the scheme in October 2024; no further lump sum payments are planned.

FRS102, The Financial Reporting Standard applicable in the UK and Republic of Ireland

In accordance with FRS102 administration (that is non-investment) expenses are recognised as part of the service cost and the net interest cost, based on the net defined benefit liability, are recognised in the income statement.

(a) The amounts recognised in the consolidated statement of financial position are as follows:

	2024	2023
	Group and CGIUKI	Group and CGIUKI
	£000	£000
Present value of funded obligations	(13,753)	(12,932)
Fair value of scheme assets	14,250	14,233
Value of scheme assets less obligation	497	1,301
Adjustment to cap pension scheme asset at nil value	(497)	–
Net asset	–	1,301

Notes to the financial statements (continued)

16 Pension arrangements (continued)

(b) The amounts charged to income and expenditure:

	2024	2023
	Group and CGIUKI	Group and CGIUKI
	£000	£000
Current service cost – net of employee contribution	9	24
Scheme expenses	165	181
Total service cost	174	205
Net interest cost	(67)	(66)
Amount recognised in consolidated income statement	107	139

(c) The amounts recognised in other comprehensive income:

	2024	2023
	Group and CGIUKI	Group and CGIUKI
	£000	£000
Actuarial loss on liabilities	(876)	(558)
Adjustment to cap pension scheme asset at nil value	(497)	–
Actuarial (loss)/gain on liabilities	(1,373)	(558)

Based on the latest actuarial report, the pension scheme is in an asset position, however this asset has been capped at nil on the basis it is seen as irrecoverable. The actuarial loss as per the comprehensive statement of income is £1.3m.

(d) Changes in the present value of the defined benefit obligation are as follows:

	2024	2024	2023	2023
	Group and CGIUKI	Group and CGIUKI	Group and CGIUKI	Group and CGIUKI
	£000	£000	£000	£000
Opening present value of defined benefit obligation		12,932		15,448
Current Service cost		14		31
Interest cost		645		564
Past service cost		–		–
Actuarial (gains)/losses:				
Experience loss/(gain)	634		951	
Gain on changes in assumptions	98		(3,598)	
		732		(2,647)
Benefits paid		(570)		(464)
Closing present value of defined benefit obligation		13,753		12,932

16 Pension arrangements (continued)

(e) Changes in the fair value of scheme assets are as follows:

	2024	2023
	Group and CGIUKI	Group and CGIUKI
	£000	£000
Opening fair value of scheme assets	14,233	17,256
Interest income on assets	712	630
Actuarial gain on asset return	(144)	(3,205)
Contributions by employer	179	190
Employee contributions	5	7
Scheme expenses	(165)	(181)
Benefits paid	(570)	(464)
Closing fair value of scheme assets	14,250	14,233

(f) The main financial assumptions used are as follows:

	2024	2023
	%	%
Retail price inflation (RPI)	3.50	3.50
Consumer price inflation (CPI)	3.10	3.00
Increase in salaries	2.50	2.50
Rate of increase in pensions and deferred pensions	2.00	2.30
Rate used to discount scheme liabilities	5.10	5.10

The mortality assumptions adopted imply the following life expectancies:

	2024	2023
	years	years
Male currently aged 65	86.80	86.80
Female currently aged 65	89.30	89.30
Male currently aged 45	88.10	88.10
Female currently aged 45	90.80	90.70

The major categories of scheme assets as a percentage of total scheme assets are as follows:

	2024	2023
	%	%
Bonds	14	13
Equities	15	12
Liability driven investments	36	31
Multi-asset / diversified funds	10	6
Private equity	8	8
Liquidity fund	15	24
Cash	2	6
	100	100

Notes to the financial statements (continued)

16 Pension arrangements (continued)

The fair value of the assets of the scheme are invested as follows:

	2024	2023
	£000	£000
Bonds	1,995	1,827
Equities	2,138	1,778
Liability driven investments	5,130	4,476
Multi-asset / diversified funds	1,425	899
Private equity	1,140	1,112
Liquidity fund	2,137	3,340
Cash	285	801
	14,250	14,233

17 Operating lease commitments

	2024	2023
Group and CGIUKI	£000	£000
Leases of land and buildings		
Not later than 1 year	664	664
Within 2 to 5 years	2,325	2,657
Later than 5 years	–	332
	2,989	3,653
Leases of equipment		
Not later than 1 year	2	9
Within 2 to 5 years	1	2
	3	11

18 Key management remuneration

The aggregate remuneration of key management personnel for the year to 30 June 2024 was £800,000 (2023: £786,000) comprised as follows:

	2024	2023
	Group	Group
	£000	£000
CGIUKI, CGI Services Limited, CGI Publishing Limited and CGI ProShare Limited		
Remuneration	800	786
Number of key management personnel	5	7

Key management personnel for the year under review comprise the Senior Management Team (page 33).

19 Related party transactions

The Group disposed of the assets used in its board evaluation services business unit in April 2024 for consideration of £10,000. The assets were sold to Conseo Board Review Limited, of which Simon Osborne, a former employee of the Group, is a director and shareholder (2023 £nil).

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