

Minutes

Minutes of the Annual General Meeting of Members of the Institute of Chartered Secretaries & Administrators in the United Kingdom, Republic of Ireland and Associated Territories held at ICSA: The Chartered Governance Institute, Saffron House, 6 – 10 Kirby Street, London, EC1N 8TS at 18.15 on 3 February 2020.

Present:¹

1. Introduction

The Chairman of the meeting welcomed members to the Annual General Meeting and introduced himself and others at the top table.

2. Quorum

The Chairman reported that the quorum of 10 members required under UKRIAT Regulation 48 was present.

3. Presidential address

The Chairman addressed the meeting² including the reference to the passing of two Past Presidents of the Institute, Chris Kane and Roy Lewis.

4. Report of UKRIAT Committee

The Chairman presented the annual report and financial statements of the UKRIAT Division and asked David Kyle to address the meeting as current Chairman of the Audit & Risk Committee.

The Chairman then declared the meeting open for questions and discussion on the five resolutions put for approval at the meeting: the annual report and financial statements, the re-appointment Haysmacintyre LLP as auditors and the three resolutions regarding the changes to the UKRIAT Regulations of 6 February 2017

The Chairman thanked Mr Colin Pryce for submitting questions in advance of the meeting. Those questions had been answered and a copy had been made available to the members attending the meeting today. They would also be available as an appendix³ to the minutes of this meeting. The Chairman queried if Mr Pryce or any other member present had any follow up questions to those submitted in advance.

Mr Pryce queried whether further information was available on the disciplinary case upheld by the Investigation Group.

The Chairman responded that the case had been referred Disciplinary Tribunal and following a hearing, this group had concluded that no further action needed to be taken. The Disciplinary Tribunal also concluded that it did not wish to publicise anything further than that.

¹ An attendance list is attached as Appendix 1.

² Copy of the Presidential Address attached as appendix 2

³ Copy of the question and answers is attached as appendix 3

Mr C Pryce asked the definition of Professional Subscriber. He also queried whether any public libraries or any education institutions were subscribers to the G+C magazine

The Chairman responded that professional subscribers were individuals associated with the Institute that pay a fee but were not members. Up until the introduction of Affiliated Members in 2019, the professional subscribers were known as affiliates. The Executive stated that no education institutions were subscribers to G+C.

Mr M Cardale referred to the applications for upgrade/election/re-election rejected by the Membership Committee between July 2018 and June 2019 and queried the number of successful applications. The Executive responded that the number was not immediately available but an answer would be provided after the meeting.

Secretarial Note: The number of successful applications between the period was 306 including FCIS, ACIS and re-elections to membership.

Mr L Birrell explained that, at the AGM last year, he had queried whether the Institute would consider waiving the membership fees of retired members of those who had served over 50 years of membership. The Executive had said then that the Institute had not been in a financial position to consider this. Mr Birrell encouraged the Executive to reconsider this proposal as this was standard practice in other organisations he was associated with. The Chairman responded that the subscriptions for the forthcoming year 2020-21 were currently being considered. However, it was worth noting that currently, the Institute had a significant number of members past the age of retirement and the membership income of this group had a material impact on the Institute's finances. The Institute was currently reviewing the member value proposition and following the membership survey undertaken at the end of 2019, would look into how better service its members to offer value for money.

Mr John O'Mahony queried if the Institute members were struck off the register after reaching retirement age. The Chairman stated that no members were struck off based on age. He added that the Institute was characterised by the diversity of its members and it valued members of all ages.

Mr C Pryce referred to the number of members awarded Affiliated Member status as reported in the annual report and accounts and queried the number of study hours within the short courses. The Executive responded that the short courses involved c.250 study-hours followed by a three-hour final exam. They were short only in comparison to the qualifying programme for Chartered Secretaries /Governance Professionals.

Ms S Davison asked whether members would be able to use the current post-nominals FCIS and ACIS until 2021. She also queried the reasons for choosing FCG and ACG. The Chairman explained that the Global Institute's Council had decided that the transitional period would end on 31 December 2020. Following that date, the post-nominals for members would be FCG and ACG. He added that the Global Council considered different variations regarding post-nominals including FCGI and ACGI. However, after much deliberation, the current post-nominals FCG and ACG were chosen.

Mr C Pryce queried whether the average member age continued to be 60+ as reported two years ago and whether the Executive had a plan to address this in future.

The Chairman confirmed that the average age was still around 60 years. He explained that the UKRIAT Committee, earlier that afternoon, had debated the issue and how to address it. He added that one of the Institute's strategic goals within five years was to attract new members all across the governance profession. The Executive would be looking at the different routes into the profession which might include the experiential route and apprenticeship.

The Chairman suggested that if there were any other technical questions that members would like to raise, they should contact the Executive. All questions would be addressed by him or his staff accordingly.

5. Notice of Meeting and Auditors' Report

It was agreed on the Chairman's proposal that the notice convening the meeting and the Auditors' report be taken as read.

The Chairman, having confirmed there were no further questions on the annual report and financial statements, informed the meeting that the resolutions would be voted on by a poll, which would be called under the UKRIAT Regulations. Ms Cynthia Mora Spencer instructed the meeting on how the poll would be conducted. After a 10 minute period of voting, the Chairman declared the meeting closed.

UKRIAT AGM 2020 Attendance list:

Les Milliken FCG
Frank Curtiss FCG
Lisa Sunner FCG
Suzanne Davison ACG
David Kyle FCG
Sarah Silas ACG
Charles Ledsam FCG
Colin Pryce ACG
Mark Cardale ACG
Lindsay Birrell FCG
Susan Fadil FCG
Guy Dixon FCG
Dhanaluxmi Mahendran FCG
Ruairí Cosgrove FCG
Victoria Penrice FCG
John O'Mahony FCG
Pamela Beach ACG
Peter Swabey FCG
Cynthia Mora Spencer ACG
John Heaton FCG
Guy Dixon FCG

Presidential Address – John Heaton FCG

Good evening and welcome. Many things have occurred since I addressed this same meeting last year and I am pleased to have the opportunity to bring you up to speed with some of the changes that have been implemented or are on the horizon as we strive to ensure a robust future for the Institute.

Firstly, I would like to announce that a successor for Simon Osborne, who last year announced his decision to step down as chief executive later this year, has been found. I am delighted to welcome Sara Drake, previously the chief executive of the Association for Project Management, to the fold. Sara has a wealth of experience working with professional bodies and I am extremely pleased that she has been able to join us here this evening.

Turning now to the matter at hand, a decision was taken on an international level in September 2018 to rename the global body The Chartered Governance Institute. Conversations are ongoing within the UKRIAT Committee to decide if the UKRIAT division will adopt the new name and members will be updated about this in due course. In the meantime, we have introduced the Chartered Governance Professional designation and the new Affiliated class of membership that members voted in favour of in 2017, and the launch of these was successfully integrated into the UKRIAT membership renewals campaign which started in June last year. The early signs are positive with 4089 members eligible to use the CGP designation and approaching 400 members now confirmed as Affiliated members.

Some of the preparatory work undertaken to facilitate the introduction of CGP and Affiliated member status included the introduction of a new professional subscriber status to replace the previous UKRIAT-specific affiliate scheme. We now have over 350 professional subscribers and this number is growing.

The other big news that occurred last year was the purchase of ProShare, the UK's share plans industry body, in May. The 2017 sale of our software subsidiaries provided us with the capital to invest in strategic acquisitions such as this and we are delighted that we have been able to welcome new talent and fresh opportunities into our organisation.

The disposals have also allowed us to develop new models for economic sustainability, such as adding to our growing qualifications portfolio with the launch of certificates in sports governance, corporate governance and academy governance and the introduction of a Foundation level for our redeveloped qualifying programme. We also introduced a successful e-learning pilot that will be rolled out for the entire qualifying programme in due course and expanded our UK university partnerships with postgraduate programmes at University of Lincoln and Leeds Beckett University joining the list of ICSA accredited Masters courses.

An expanded qualifications offer is not the only way that we are making our presence felt as the professional body for governance. The renewed focus on corporate governance has further strengthened our relations with the UK Government and regulators and our Stakeholder Voice in Board Decision Making guidance was welcomed by the Government as a way of ensuring that the broadest range of views are heard in the boardroom. We also formed part of the James Wates working party that drafted a voluntary code of governance for private companies and have also been asked to draft a code to help improve board evaluations.

We haven't just been focusing on the corporate sector, however. We held an inaugural sport governance conference in November 2017 and produced guidance for the sector throughout the year, including a significant piece of work around organisational culture in sport. We were also part of the steering group that worked on a revised code of governance for the charity sector and we have published guidance for the education sector. All of this vital work helps to raise the profile of the institute as the go-to authority on governance and bring us to the attention of new audiences.

None of the above could have been achieved without the hard work of the dedicated team here at Saffron House, and I would like to take a moment to thank our outgoing Chief Executive Simon Osborne for all of the hard work that he and his team have put into strengthening member engagement; reinvigorating the branch network; extending the range of our qualifications and training offer; and raising the institute's profile to reflect the increasing global importance of good governance. I look forward to working with Sara who I am confident will build on Simon's achievements as Chief Executive.

[End of Presidential Address](#)

AGM 2020 Q&A

1. How many applications for upgrade / election / re-election did UKRIAT Division's Membership Committee reject during 2018-19?
During 2018-2019, Membership Committee rejected two Fellowship applications and one Associateship application
2. How many disciplinary cases did UKRIAT Division's Membership Committee (or other relevant committee) hear during 2018-19?
Three complaints were received during the period. Two cases were dismissed by the Investigation Group and one complaint was upheld.
3. Under UKRIAT Division's mentoring scheme, how are potential mentors vetted and how many mentees are they expected to have at any given time?
All mentors are members and bound by the Institute's Code of Professional Ethics and Conduct. They additionally agree to abide by the Mentoring Scheme Code of Practice and attend a day's training. It is only after the training that mentors are matched with their first mentees. Feedback is collected at the end of the six sessions.
Mentors typically work with one mentee at a time, but some may do more, according to their capacity and interest.
4. Of the university fairs attended during 2018-19, what was the split between Russell Group and non-Russell Group institutions?
During the period 2018-2019 26 Universities were visited. Four of them were Russell Group: University of Exeter, King's College, University of Birmingham and Queen Mary. In 2019, 23 universities were visited. One of them, the University of Birmingham was Russell Group.
5. What percentage of UKRIAT Division members currently live in London?
 - The percentage of chartered members living in London is 10.44%
 - The percentage of affiliated members living in London is 11.21%
6. How many appearances did UKRIAT Division spokespersons make in the broadcast media during the year 2018-19?

Conor Sweeney was interviewed on 16 May by Newstalk (Breakfast Business) and RTE Radio 1 (Morning Ireland). RTE News (Business News) also ran a TV interview with Conor.

Simon Osborne interview with BBC Radio Guernsey on 1 May.
7. What steps are being taken to prevent repetition of Omnisis' early closure of the UKRIAT Division's September 2019 membership survey in any similar future survey? Did UKRIAT Division secure any reduction in Omnisis' fee as a result of their erroneous actions?
The early closure of the membership survey was due to a human error. The Institute's website stated that the survey would remain open until midnight on 20 September. However, it actually closed at 10.00 p.m. on 20 September. Only one complaint was received.
8. How many copies of Governance & Compliance magazine are sold each month other than to UKRIAT Division members and students?
Each month, 784 Professional Subscribers receive G+C magazine