

# Annual General Meeting on 18 March 2025

## Questions received at the meeting.

1. When does CGIUKI hope to return to operating surpluses noting that the last two years have returned operating deficits?

CGIUKI has not shown an operating surplus for several years, but the board has set a goal for the Executive to achieve this. While CGIUKI has successfully diversified its revenues, there is a recognised need to invest in development. The Executive believes that breaking even should be achieved within the next few years

## Questions received in advance of the meeting.

2. One of CGIUKI’s key strategic drivers remains to “accelerate the growth of membership”, but details of the actual number of members appear to have been removed from the annual report in more recent years following questions at previous AGMs regarding falling membership numbers. How many actual CGIUKI members were there at each level of membership at year end, and how does this compare to the equivalent figures as 2019-20 and 2014-15 year ends?

Membership growth is a challenge for most professional bodies at present, and CGI is no exception. With an ageing demographic, member numbers are falling, but we have a strong pipeline of students and young professionals.

Year	Fellows	Associates	Affiliated
30 June 2024	30%	65%	5%
30 June 2020	29%	65%	6%
30 June 2015	30%	70%	N/A

3. What was the composition of the total Chartered membership at year end when banded by age groups?

A breakdown can be seen below. However, please note that not all our members disclose their age to us, so the percentages below are only approximate.

<b>AGE DISTRIBUTION</b>	<b>percentage</b>
Under 40	13%
41-60	43%
Over 60	44%
Total	100%

4. The number of members who cast votes at the 2024 AGM appear to have been an all-time low. What factors led to this?

Voting participation at AGMs can vary significantly from year to year due to a variety of factors, many of which are beyond our control. These factors can include changes in external circumstances and the overall interest in the topics being discussed at the AGM. We remain committed to encouraging active participation from our members, and we will continue to alert them of their opportunity to vote and participate in AGMs through all our communication channels. This includes reminders via email, updates on our website, and notifications through our voting platforms.

5. As at shortly before midday on 14 March 2025 (the deadline for submission of questions in advance of the 2025 AGM), the questions submitted to the AGM held on 30 May 2024, and the answers given to them, still had not appeared on the CGIUKI website, and were being described as "available soon", which repeats the practice adopted in recent years. Does CGIUKI consider this to be best practice?

Questions received before the meeting in 2024 were posted on the Lumi platform before the AGM took place on 30 May and remained available there during the AGM. However, due to an oversight on our part, these were not posted on the CGIUKI website immediately after but are available to view now. There were no questions received at the meeting.

6. During the year, a member appeared on a business-styled reality game show televised nationally at peak time by the BBC in the UK. How, if at all, was CGIUKI able to leverage this unprecedented level of publicity in order to raise the profile of the profession as a potential career to an audience beyond its existing membership?

The member in question was interviewed about taking part in the BBC show, and a blog was published on 12 February titled 'Could a company secretary be Lord Alan Sugar's new business partner?'. The member chaired a main session at the annual conference which took place in July. A further blog was published on 26 June titled 'Life after The Apprentice'. Both blogs gained significant traction on the Institute's social media platforms.

7. How many appearances did members of the CGIUKI Division senior management team or other spokespersons or managers make in the UK's 'traditional' broadcast media (e.g. national and local television and radio, rather than internet-based media) in relation to governance, company secretarial and related matters during the year 2023-24?

None, there are two reasons underlying this; firstly, that our focus has been on building relationships with the print media, which tends to have greater impact across the longer term; and, secondly, that our policy is not to comment on issues of governance failure unless we are fully aware of the facts of the case. Broadcast media tends to prefer speakers who would add fuel to the history and so we are unlikely to be approached.

8. Back in December 2020, CGIUKI hosted a webinar entitled 'The Future of Black Governance Professionals' in order to "bring awareness of the Black Governance Professionals Network" and to provide that group with "the opportunity to provide feedback on what they expect to see from the network and the corporate governance profession in relation to diversity and inclusion". A member of CGIUKI management was present throughout that webinar. Is it possible to summarise what was done to meet the expectations of the Black Governance Professionals Network during the year 2023-24, and more generally, what progress has been made regarding diversity and inclusion in relation to this particular demographic, specifically in the UK?

We were delighted to support the launch of the Black Governance Professionals Network, as we are any groups of members which form to discuss common professional interests. Unfortunately, those running the group found that pressures of work and personal lives got in the way, and they have taken a break. We remain in regular touch - including in 2023-24 - and have offered our support. We are disappointed that the group isn't more active, but it is not appropriate for us to use the Institute's limited resource to interfere in its running. The same happened with a group of members from larger private companies this year and we hope that both groups will be reinvigorated in the future. The good news is that this is a thriving demographic amongst our membership. We do not collect ethnicity statistics, but evidence from the attendance at our recent major events shows that ours is an ethnically diverse - and gender diverse - profession.

9. During the year 2023-24, how many Fellowship applications and Associateship did the Membership Committee decline to approve or recommend?

The Membership Committee approved 132 Fellowship applications and rejected 4 because the candidates did not have the required experience to become Fellows. However, since then, 2 of those applicants have successfully gained Fellowship status.

10. During the year 2023-24, within the UK, was CGIUKI represented at any careers fairs or seminars or similar events held by non-Russell Group universities, and if so, which ones? (Note: For the avoidance of doubt, this question relates only to universities that are NOT members of the Russell Group).

Visits took place throughout the year at The University of Law, the University of Lincoln, the University of Portsmouth, Ulster University, and the London Business School.

11. A member of the Education and Learning Committee did not attend any meetings last year? Should someone replace them if they are unable to attend meetings?

Due to circumstances beyond their control, the Education and Learning Committee member in question was unable to attend two meetings. Although they were not present during the meetings, they participated by sending comments in advance. Since then, the member has been able to fully participate in all committee meetings.

12. I would be grateful if provision could be made for those of us outside UK to participate virtually. We really want to be part of CGI programmes, like AGM, Annual conference and the awards night.

Many of our events are held virtually or are available on demand, including branch events, graduation ceremonies, our programme of extensive webinars and this AGM.

13. We will be grateful if you could support especially the Ghana Chapter to revamp the Association and boost visibility. We are still struggling to have a strong presence here. Your support will be well appreciated. A mentorship programme for your professionals and practitioner will also be awesome. Thank you very much for this opportunity to add my voice to the AGM.

We have been working hard to establish stronger systems and processes to support our well-established global Branch network, of which our West Africa Region is an important part. This year, we will be engaging more with our governance community in Ghana through the Branch channels to ensure a closer connection to the Institute's support and services for members and students via emails, newsletters, webinars, and events. We are also investing resources in initiatives to form more effective links with our membership base across Africa via online communities, with the aim of helping you to maintain and enhance your competence and expertise in the theories and practice of governance.

14. What is the CGIUKI doing to promote membership growth in Africa

We are actively working to promote membership growth in Africa through various initiatives, and the new Head of Membership recently visited Kenya and Uganda.

The East Africa Region branch focuses on supporting members and students in Uganda and the surrounding areas, and the Mauritius branch promotes the profession in Mauritius and the Seychelles. Both branches organise professional development events, conferences, networking opportunities, and webinars to engage both members and non-members. Additionally, CGIUKI collaborates with other divisions of the global Chartered Governance Institute to enhance its presence and influence across Africa. This includes strategic meetings and discussions aimed at making the profession more inclusive and accessible.

15. Even though principal risks are clearly mentioned in page # 28 of the annual report, very disappointingly, the risk management process given in the same page is very general. It does not mention how specific risks mentioned will be mitigated/ managed. The audit and risk committee ought to have given point wise action plan to manage the risks. The institute is still focusing on professional activities in UK only ignoring other countries in Asia/ Africa. The "UK centric approach" inherited from UKC is a great disservice to members in other countries.

The Audit and Risk Committee has detailed plans to mitigate and manage all risks. It is, however, not appropriate for this level of detail to be included in the annual report and financial statement.