

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 virtually at 18.00 on Monday, 8 February 2021.

Present:¹

1. Introduction

The Chairman of the meeting welcomed members to the Annual General Meeting and introduced others attending the meeting virtually.

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 and paid tribute to her predecessor who stood down in July 2020.

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 of Haysmacintyre LLP as auditors and to approve amendments to the UKRIAT Regulations.

Questions:

Mr S Chaudhari queried the entries relating to the £140,000 intellectual property rights shown in the ProShare accounts, shown as a debt and capitalised into shares for the parent company.

The Executive explained that £140,000 was consideration for the acquisition by ICSA ProShare Limited of the intellectual property rights to the ProShare business. This sum was loaned initially to ProShare Limited for it to make the purchase from the vendor and it was originally intended that the loan be repaid by ProShare to the Institute as its parent. However,

¹ An attendance list is attached as Appendix 1.

² Copy of the Presidential Address attached as appendix 2

it was considered more appropriate for the loan to be reclassified as an investment through the conversion of the loan into share capital.

Mr S Chaudhari queried if holding 6.6 million in cash was sensible. He also stated that in his opinion, the cash position was depleting rapidly to the point that it had decreased by just over £3.5m in the last 2 years. What was the Institute's risk management strategy related to that?

The Executive responded by saying that following the disposal of two subsidiary companies in 2017/2018, the Institute had held cash from the disposals in order to be able to take advantage of opportunities to invest in its business. It could be argued that given recent events and market volatility, holding cash had been a good strategy. The cash balance had also been used to support the working capital requirements of the group. However, one of the key strategic priorities of the Institute was to invest cash in developing and growing the business in order to eradicate its operating deficit. The Institute has sufficient cash reserves to fund its business and to provide necessary working capital for the foreseeable future but should it require cash the option remained to disinvest as necessary from the investment funds.

Mr S Chaudhari stated that both the investment funds had performed badly resulting in a fall of about £500k. He enquired whether the board would consider moving the funds to better performing funds?

The Executive disagreed with Mr Chaudhari's opinion of the fund's performance and said that given the circumstances and the volatility of markets over the last year, they had performed well in comparison to others. The Institute's investment strategy of diversifying into two different types of funds had, so far, worked to its advantage. At one point during the year, the funds' values had decreased about 10% whereas market losses generally were over 20 to 25%. Both funds had recovered significantly by the year end and were currently about £1.8m higher than year-end values. The Institute's Investment Committee with assistance from its investment adviser, had considered a range of funds before making the investments. An important consideration is risk. Greater returns might be achieved but only by taking on more risk. The Institute does not need to take more risk. The Investment Committee is satisfied with the performance of both funds.

Mr S Chaudhari asked how much the auditors had been paid in 2019/20.

The Executive responded that the audit fee, as reported in the annual report, was £33k against £31k in 2019. In addition, £8k had been paid against £9k in 2019 for tax compliance fees.

The Chairman confirmed there were no further questions on the annual report and financial statements.

5. Notice of Meeting and Auditors' Report

The Chairman confirmed that the notice of the meeting was distributed to members and it was assumed that everyone present had read it. She informed the meeting that there were five resolutions which would be voted on by a poll, called under the UKRIAT Regulations.

The Head of Secretariat instructed the meeting on how the poll was to be conducted.

After the voting, the Chairman declared that all resolutions had been voted in favour and advised that the official results would be made available on the Institute's website from 9 February 2021.

The Chairman then declared the meeting closed.

AGM Attendance List

Chartered Members FCG and ACG

1	Katherine Eldridge	51	Kushal Shah
2	Alan Wood	52	Leonard Taylor
3	Yvonne Abba-Opoku	53	Louise Thomson
4	Michael Nyamainashe	54	Lucy Kirby
5	Alan Read	55	Charles Bigirwa
6	Thomas Knell	56	Andrew MacKinlay
7	Alistair Jack	57	Margaret Heasman
8	Robert Cowe	58	Merle Allen
9	Angus Waugh	59	Rajeshwar Mancoo
10	Anna Bateson	60	Mark Cardale
11	Anna Zvarikova	61	Martin Green
12	Anthony Corriette	62	Matthew Eckford
13	Devika Sibartie-Ramphul	63	Meenakshi Aubeeluck
14	Arfa Ruhee	64	Mayuri Lakhani
15	Amy Stoker	65	Marie Larkin
16	Robert Muschamp	66	Gabrielle McLoughlin
17	Bob Semple	67	Marianne Wyles
18	Catherine Knight	68	Michelle Clewer
19	Catharine Atkins	69	Michael Sykes
20	Chandreyee Banerjee	70	Patricia Wright
21	Christopher Bolt	71	Monica Robertson
22	Cynthia Mora-Spencer	72	Abdul-Majeed Yussif
23	Colin Pryce	73	Pamela Iloabachie
24	Helen Probert	74	Patrick Shannon
25	Charles Paddy	75	Paul Chapman
26	Daniela Hanuskova	76	Paul Tenconi
27	David Kyle	77	Paul Halliday
28	David Lock	78	Peter Cannell
29	Doris Humphrey	79	Peter Swabey
30	Dorothy Devlin	80	Rakesh Nischal
31	Elisa Sgubin	81	John Roche
32	Eric Chamberlain	82	Roderick Shearer
33	Ernest Badasu	83	Roger Ferris
34	Francis Edward Curtiss	84	Ruarí Cosgrove
35	Gayle Gedala	85	Salil Chaudhari
36	Michael Moloney	86	Saadiya Ogeer
37	Harriet Owusu-Afriyie	87	Stephanie Cox Neita
38	Roger Hinton	88	Simon Kelly
39	Ikins Clarke	89	Simon Osborne
40	John Conedera	90	Sandra Besson
41	Yu-Chun Hung	91	Angela Squire
42	Jennifer Adams	92	Susan Swabey
43	Joy Jones	93	Sara Richards
44	Jo Cooke	94	Theresa Minnie
45	Gift Annan	95	Timothy George
46	Anuja Kalanie Abhayapala Silva	96	Tomilola Deji-owokan
47	Karen Marshall	97	Tom Lancaster-King
48	Karen Jolly	98	Anthony Thorne
49	Kathleen Gittens	99	John Heaton
50	Krystyna Ferguson	100	Vijay Kulkarni

Appendix 1

101	Vivienne McKoy-Salt
102	Violette Nakawesa
103	Victoria Penrice

Affiliated Members

104	Mike Taylor
105	Hilary Southern
106	Thom Fisher
107	John Waibale

Presidential Address

In the 12 months since our last AGM, the world around us has changed almost beyond recognition. People have faced challenges little seen outside of war time. Yet people have risen to these challenges in quite remarkable ways, adapting to new ways of working, new ways of living and new ways of meeting. The fact that 12 months on we are still having to meet virtually shows quite how deeply the impact of the coronavirus pandemic continues to be felt.

I am extremely proud of how the Institute and our profession has responded to the pandemic. Time and again, people have been called upon to act with speed and pragmatism, often under intense pressure. I believe that 2020 has demonstrated the value of good governance and governance professionals like no other time in recent memory. Transformation, agility and leadership was, and is still being, called for and that is what I feel the Institute and the profession have demonstrated with great success.

The Institute's 2019-20 year was essentially a year of two halves: the part of the year that was pre-COVID and the part of the year when COVID-19 had made its presence felt throughout the world.

In the first half of the year we held record-breaking events: the annual conference, and awards events for both the Institute and ProShare. We also launched our new Chartered Governance Qualifying Programme and launched the Sports Governance Academy with Sport England, a partnership model which we hope will lead to future work in other sectors. We also held our first membership survey in 5 years, using the learnings from this and a comprehensive strategy review to launch a refreshed 5-year strategy in March last year.

The second half of the year was dominated by our response to the pandemic and national lockdowns that took place from March onwards. Our June 2020 exam session had to be cancelled and a number of key annual events were also either cancelled or moved to a virtual format due to restrictions on movement. While we moved quickly to implement online exams, events and virtual training courses, not being able to deliver our full events and examination programme has had an impact on Institute finances as David Kyle, Chairman of the Institute's Audit and Risk Committee will explain in greater detail shortly. Despite this, 2019-20 saw a slight increase in membership income and increased revenues from our publishing operations and ProShare remained in line with the previous year. In addition, we managed to progress a number of key projects that were originally scheduled for later in the year.

Work to replace our core systems had begun in 2019, but COVID-19 accelerated our plans to enhance our digital capabilities. Besides introducing virtual events and training, we also implemented a digital renewals campaign for the first time and brought forward our plans for

online exams so that our November cohort could sit their exams along with those students whose June sitting was cancelled.

Students are an important part of our growth strategy, so e-learning is being developed further and we now hold virtual 'Discover Governance' events to bring the profession to a larger audience. We are also in discussions with employers about the potential for apprenticeships in governance in the UK as this would offer another route into the profession.

A key area of focus last year was on providing the best possible experience for members and students and this continues to be a major area of activity. We used insights from the member survey to refresh our Member Value Proposition and have improved the members' area on the website so that members now have access to a content-rich environment, which showcases the benefits that membership brings.

In terms of our membership numbers, despite 2019-20 being a difficult year, we experienced a healthy 95% retention rate and the number of Affiliated members grew by 7% in 2019-20, which is promising for a relatively new class of membership. We have streamlined our membership upgrade application process to increase the ease and speed of admissions and readmissions, something which we hope will bear fruit in the current membership year.

We are aware that retaining and growing membership is important, and we consider that each of our chartered members is a valuable ambassador for the profession. Your support, whether it is through the branches or through encouraging students in the workplace, is a key factor in supporting the transition from the exam system through becoming an associate and indeed a fellow of the Institute.

We have responded to specific challenges laid down by members through the membership survey. In particular, the survey showed that members want us to push for greater profile for the profession and we have done this in a number of ways. We were actively involved in shaping the UK Government's response to the pandemic, lobbying for change to the law around AGMs and producing guidance on AGMs and the impact of COVID-19, virtual board and committee meetings and dividends. We have also been working with the UK's Department for Education to increase understanding of the importance of good governance. I am delighted to report that the Parliamentary Under Secretary of State for the School System confirmed at our recent annual Academy Governance Summit that a top priority for the DfE this year would be to bolster the support for, and promotion of, the role of governance professional. We have also put considerable effort into engaging with Members of the UK Parliament and Government to increase awareness of ProShare and the value and profile of share plans.

Much has been achieved and while 2019-20 was a challenging year in terms of the disruption wrought by COVID, it was also a year of great positives. We have embraced the opportunity to transform our services for the better and this can only be of benefit to members, students and ultimately the Institute in the long term.

AGM 2021 Q&A