

ANNUAL GENERAL MEETING



Minutes of the Annual General Meeting

held on Monday 19 September 2016 at 2 pm at the CMI offices, 3rd floor, 77 Kingsway, London WC2B 6SR

PRESENT:

Mike Clasper CBE CMgr CCMI, President (Chairman)
Bruce Carnegie-Brown CCMI, President Elect
Ann Francke CMgr CCMI FIC, Chief Executive

10 further Corporate Members

Introduction and quorum

1. Mike Clasper, President of the Institute, welcomed members to the meeting.
2. The President confirmed that a quorum of seven Corporate Members was present.

Notice of meeting

3. The notice of the meeting was taken as read.

Minutes of Annual General Meeting held on 22 September 2015

4. The minutes of the Annual General Meeting held on 22 September 2015 were received and noted.

Report and Financial Statements of the Institute for the Year ended 31 March 2016

5. The President highlighted activities and achievements for CMI in 2015/16, all of which exemplified the Institute's charitable mission.
 - The financial year just ended had been very strong, both financially and in terms of metrics including overall membership community and Chartered Managers.
 - Of particular note was the leading role played in developing management apprenticeships – at levels 3 and 5, as well as Chartered Manager Degree Apprentice. This was the stand out achievement of the year, and a shining example of effective collaboration between CMI, employers and HE.
 - Acceleration of the HE partnership strategy was a further highlight, with CMI now working with over 90 UK Business Schools, based on dual accreditation and Chartered Manager and, increasingly, curriculum enrichment for Students through 'employability modules'.
 - Thought Leadership activity continued to support brand awareness and influencing activity, particularly in the areas of diversity and the gender pay gap.
 - The fact that 7,000 members and non-members had attended CMI events around the UK Regions and Devolved Nations showed the level of engagement and the worth of the volunteer community at Regional level. This included high profile events such as the President's Dinner and Management Book of the Year. The President referred to his own participation in Regional events and stressed the importance of the relaunched mentor scheme whereby experienced managers and leaders could pass on their knowledge to Students and younger members.

- Within the Institute of Consulting, there was anticipation that the 'Chartered Management Consultant' award, approved at the 2015 AGM, may soon receive the go ahead from the Privy Council.
6. The President then invited Ann Francke to highlight future developments, which she did as follows:
- Multi-year contracts with Higher Education institutions were maintaining momentum for this vital strategic partnership activity, providing future cohorts of members and a longer term income stream. CMI was creating significant goodwill with its partners, shown by high net promoter scoring. The Student Ambassador programme and Career Development Hub were key aspects of Student engagement.
 - The International arena held great potential for growth, in terms of Higher Education partnerships, Student numbers and member networks.
 - Apprenticeships were a continued priority and congratulations were due to Petra Wilton and the Apprenticeship team for the success in this area. CMI was recognised by Government as having developed a high quality Trailblazer apprenticeship.
 - Further focus was being placed on brand development and awareness raising for CMI, to extend its sphere of influence within the wider management population and beyond.

Adoption of Financial Statements and Report of the Board and Auditors

7. Peter Lewis of BDO LLP read to the meeting the abbreviated report of the Auditors on the financial statements of the Institute for the year to 31 March 2016.
8. Valerie Dias proposed, and Walter Balmford seconded, the Resolution:
- That the Financial Statements of the Institute and the Report of the Board and the Auditors thereof in respect of the year ended 31 March 2016 be received, considered and adopted.*
9. Questions and comments raised on the Report and Accounts were:
- .1 Walter Balmford highlighted his role as Chair of the City Committee working with livery companies on apprenticeships, and expressed interest in being kept up to date on the CMI's own Trailblazer apprenticeships. Follow up contacts would be made.
 - .2 Tony Lavender welcomed prospective developments on the 'Chartered Management Consultant' award and stressed the need to highlight the value and importance of the Institute's Consultancy Qualifications, providing pathways to gaining Chartered status. In addition, British qualifications were valued highly in many parts of the world and there was potential for expansion for 'Chartered Management Consultant' with partner institutes that were members of ICMCI, the International Council for Management Consulting Institutes.
10. The Resolution was then put to the meeting and carried unanimously.

Re-appointment of Auditors

11. Valerie Dias proposed, and Marcella Monaghan seconded, the Resolution:
- That BDO LLP be re-appointed as Auditors of the Institute, to hold office from the conclusion of the meeting until the conclusion of the next Annual General Meeting, and that the Board be authorised to fix their remuneration.*
12. The Resolution was put to the meeting and carried unanimously.

Special Resolution

13. The President expanded on the rationale behind this Special Resolution, which aimed to ‘future-proof’ the Board of Trustees, by increasing the maximum number of co-opted places on the Board and allowing for the Chair of the Board of Companions to join the Board as an ex-officio member. Existing co-optees provided specialist skill in the areas of finance and risk and HE, thereby significantly strengthening the Board as a whole.
14. It was noted that, if these Bye-laws changes were approved, the Board would consider additional co-options as the CMI strategic agenda evolved. With the aim of maintaining a maximum Board membership of 12 non-executive members, consideration would be given in due course to reducing the number of elected members from six to four, adjusting terms of office accordingly.
15. Bruce Carnegie-Brown proposed, and Professor Peter Tomkins seconded, the Resolution:
That, subject to Privy Council approval, Bye-laws 28, 30 and 31 be amended as follows:
 - .1 *Sub-clause 28(c) shall read: “up to four members (who are not also members of staff) co-opted by the Board”*
 - .2 *Sub-clause 28(e) shall read “the Chairman of the Consultancy Community, ex-officio”*
 - .3 *A new sub-clause 28(f) be inserted to read: “the Chairman of the Board of Companions, ex-officio”*
 - .4 *Bye-law 30 shall read:*
“Members of the Board elected under Bye-law 28(b) shall hold office for two years, or for such shorter or longer period prescribed by Regulations to secure appropriate retirements by rotation, and shall be eligible for re-election for two further periods of two years.”
 - .5 *Bye-law 31 shall read:*
“A member of the Board co-opted under Bye-law 28(c) shall serve for such period not exceeding two years, and shall be eligible to be co-opted for further two year terms up to a maximum of six years.”
16. The Resolution was put to the meeting and carried on a majority vote, with one member voting against.

Results of elections to the Board

17. The President explained that, with six elected places currently on the Board, two places had been subject to election this year. The 2016 election had been contested by ballot and scrutinised by Electoral Reform Services. The members elected to the Board were Liz White FCMI and Peter Marchbank CMgr FCMI.
18. Both members were present at the meeting and introduced themselves briefly. They were congratulated on their success in being elected to the Board.
19. The President acknowledged the significant contributions of three members of the Board stepping down from office: Beverly Landais CMgr FCMI, Gavin Richardson CMgr FCMI, and Sue O’Brien OBE CCMI.

Concluding Remarks

20. The President also recorded thanks to Immediate Past President, Peter Ayliffe, who had stepped down from the Board in April 2016. His contribution, both as President and as mentor to the current President, was acknowledged.
21. Bruce Carnegie-Brown was then welcomed as President Elect. In introductory comments, he outlined the relevance of his current roles with Banco Santander and moneysupermarket.com, as well as Trustee of Historic Royal Palaces. He was particularly keen to ensure dissemination and awareness raising of CMI and its mission driven impact.

22. Elaine McLean was introduced as the new Institute Secretary, who would be taking up the role when Valerie Hamill retired in December 2016. Valerie Hamill had served the CMI for 26 years, 11 years as Institute Secretary. A vote of thanks was given to Valerie for her contribution and guidance to the Board.

23. The President then drew the meeting to a close and thanked members for their attendance.

Corporate Members present:

Walter Balmford
Valerie Dias *
Martin Cook*
Ian Owen *
Professor Peter Tomkins
Peter Marchbank
Marcella Monaghan *
Anthony Thornburn
Liz White
Tony Lavender

* Trustee of the Institute

In Attendance

Peter Lewis, BDO LLP

Executive team

Tanya Aitken
Matt Beavan
Simon Bowen
Ann Francke
Valerie Hamill
Steve Heappey
Ian Myson
Simon Newlyn
Petra Wilton
Craig Hurring