

ANNUAL GENERAL MEETING



Minutes of the Annual General Meeting

held on Thursday 21 September 2017 at 1.30 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

8 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 19 September 2016

4. The minutes of the Annual General Meeting held on 19 September 2016 were received and noted.

Report and Financial Statements of the Institute for the Year ended 31 March 2017

5. The President highlighted activities and achievements for CMI in 2016/17, all of which exemplified the Institute's charitable mission:
 - Our bold campaigning on UK management issues, including the gender pay gap and the role of the Accidental Manager.
 - Our leading role in development of management apprenticeships continues and we are providing support to employers and education providers in the adoption of the new Trailblazer standards.
 - Our international development continues. In March this year we agreed a partnership with the Institute of Managers and Leaders – Australia and New Zealand, which aims to create more than 3,500 home-grown Chartered Managers in the next five years. We have also formed partnerships with higher education institutions in Malaysia, Singapore and Hong Kong.
 - Expanding our community of members by holding CMI events around the UK Regions and Devolved Nations and high profile events such as the President's Dinner and Management Book of the Year. Our CMI Women network is growing and has led successful campaigns on gender diversity. We are moving to the delivery phase of students' employability modules and are gaining an influx of young aspiring managers.
 - Within the Institute of Consulting, at our annual general meeting two years ago we secured member support to create a Charter award (ChMC) for Management Consultants. On 21 August we received Privy Council approval to include this award within our Charter. Now the work begins to create professional reward, recognition and career pathway for consultants.

- Our future thought leadership agenda will focus on five key themes: improving productivity through people; building trust through better business cultures, inclusive leadership – harnessing diversity; improving employability for young people and the new apprenticeships opportunity.
 - We are able to invest, due to our strengthening financial position, giving us reserves to plough back into the business.
6. The President then invited Ann Francke to highlight future developments, which she did as follows:
- The Institute was just getting started in driving forward its mission; working through Apprenticeships with Employers was the start of removing the ‘accidental manager’; and scale the growth of Chartered Manager.
 - Educational Partnerships were becoming stronger and more numerous with the move from transactional relationships to partnerships in this sector. 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.
 - International growth was being pursued with the formalisation of Boards in HK, and Malaysia, a government backed trade mission to export UK Qualifications was to occur shortly to push this element.
 - Thanks was given to Mike Clasper for his Chairmanship during the three years to bring this all to development and for his wisdom and support.

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 2017.
8. Peter Marchbank proposed, and Professor Peter Tomkins 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 2017 be received, considered and adopted.*
9. The Resolution was reported to the meeting as having been carried by a majority.

Re-appointment of Auditors

10. Heather Melville proposed, and Walter Balmford 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.*
11. The Resolution was reported to the meeting as having been carried by a majority.

Special Resolution

13. The President expanded on the rationale behind this Special Resolution, to amend the Bye-laws, to make provision for an Institute Coat of Arms. This is seen as an important brand advantage in relation to our strategy to grow the Institute’s reputation and profile overseas.
14. The President informed the meeting that the resolution had been passed in 2014, however an incorrect date for the establishment of the Institute, meant that resolution be re-submitted to members at the AGM for re-approval.
15. Marcella Monaghan proposed, and Mark Tyler seconded, the Resolution:

That Article 15A of the Charter be deleted and replaced as follows:

“15A. The Arms, Crest and Supporters granted and assigned unto the former company (which was then called the British Institute of Management but which changed its name to The Institute of Management by special resolution passed on the 30th day of April 1992 which change of name was recorded under Certificate of Incorporation on Change of Name No 441975 on the 1st day of November 1992) by Letters Patent under the hands and seals of Garter, Clarenceux and Norroy and Ulster Kings of Arms bearing the date the 9th day of December 1959 shall be transferred to the Institute on the date of the amendment of this Our Charter inserting this article, and We do hereby give and grant unto the Institute Our Royal License and Authority that it may thenceforth bear and use the said Armorial Ensigns according to the Laws of Arms, the said transfer being first recorded in Our College of Arms, otherwise this Our License and Permission to be void and of no effect.”

16. The Resolution was put to the meeting and carried unanimously.

Results of elections to the Board

17. The President explained that, with five elected places currently on the Board, one place had been subject to election this year; as the Institute continued in its alteration to the composition of the Board increasing the number of specialist co-options to the Board. The 2017 election had been contested by ballot and scrutinised by Electoral Reform Services. The member elected to the Board was Liz Hoskin CMgr FCMI.

18. The President acknowledged the significant contributions of two members of the Board stepping down from office: Ian Owen CMgr FCMI, Martin Cook CMgr FCMI.

Concluding Remarks

19. Mike Clasper confirmed that this was his last formal task as President and was at the end of his three year term of office. He thanked the Institute for his time as President and he paid tribute to his fellow Board members and the management team within the CMI and remarked he was very proud to be part of the team. He then handed over to Bruce Carnegie-Brown.

20. Bruce Carnegie-Brown was welcomed as President. In introductory comments, he paid thanks to Mike Clasper's role in being an incredible advisor and counsel to the Executive team and in creating an Institute with sound finances and a growing membership.

21. Bruce Carnegie-Brown outlined his vision for the three years of his Presidency:

- To focus on employability, with skills to differentiate and equip members for a changing future
- To make our campaigning voice louder
- To develop a strong Chartered award for Management Consultants
- To capitalise on opportunities to promote to our Chartered offer to a wider range of organisations and build upon our international presence.

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

Corporate Members present:

Walter Balmford

Liz Hoskin*

Gail Jones

Peter Marchbank*

Heather Melville*

Marcella Monaghan*

Professor Peter Tomkins

Mark Tyler

* Trustee of the Institute

In Attendance

Peter Lewis, BDO LLP

Executive team

Tanya Aitken

Matt Beavan

Simon Bowen

Ann Francke

Elaine McLean

Steve Heappey

Ian Myson

Simon Newlyn

Petra Wilton