

IEMA 2016 Annual General Meeting

Unconfirmed Minutes of the Sixteenth Annual General Meeting of the Institute of Environmental Management and Assessment (IEMA) held at 17:30 on Wednesday 21st September 2016 at the Royal Institute of British Architects, 66 Portland Place, London W1B 1AD.

The meeting was attended by 22 Members.

Diana Montgomery, Chair of the IEMA Board, welcomed everyone to the meeting.

She confirmed that the meeting was quorate and that notice of the meeting had been served in accordance with the Articles of Association. She also confirmed that 11 Proxy Votes had been registered and would be counted in the voting for each agenda item.

She reminded the meeting that there were 2 Special Business items on the Agenda which relate to a change of the Articles of Association and a proposed extension to her term of office as a Non-Executive Director. For these items she would hand over to the Deputy Chair, Richard Powell, to conduct that part of the meeting.

She also reminded the attendees that only IEMA members can take part in the voting procedure.

Ordinary Business:

Agenda Item 1

To confirm the Minutes of the previous Meeting which was held on 26th August 2015.

The resolution to confirm the minutes of the AGM held on 26th August 2015 item was proposed by Gillian Gibson and seconded by Martin Bigg.

28 members, including 11 Proxy Votes, voted in favour of the resolution, there were no votes against, 1 abstention and 4 non-voters.

The minutes of the 2015 AGM were therefore approved and were duly signed off by the Chair.

Agenda Item 2

To confirm recently appointed Non-Executive Directors of IEMA

The Chair informed the meeting that this year, IEMA had recruited 3 new Non-Executive Directors to fill vacant positions on the Board and that after a competitive recruitment process, the Nomination Committee proposed to the Board the following people for these positions:

- Simon Catford,
- Eileen Donnelly and
- Paul Leinster

The Board approved these appointments and were now seeking confirmation from the Members.

The resolution to formally confirm recently appointed Non-Executive Directors was proposed by Gillian Gibson and seconded by Martin Bigg.

29 members, including 11 Proxy Votes, voted in favour of the resolution, there were no votes against, 1 abstention and 3 non-voters.

The above named individuals were therefore approved as Non-Executive Directors of the Institute.

Agenda Item 3

To receive and accept the Directors' Report and Accounts of the Institute for the financial year ending 31st December 2015

The Chair asked Tim Balcon, CEO to give a summary of the Report and highlight any items of material interest.

The CEO reported that there was a Group trading loss at the end of 2015 of £70k (vs. £46k profit – 2014) on income of £2.73m (vs. £2.49m – 2014) and that Cash had remained strong at £1.22m with net assets of £402k

He informed the meeting that iemaSTS had closed as of 31 December 2015.

He was happy to report that IEMA had received a clean audit report for the year ended December 2015 and that the final Accounts had subsequently been approved by the Board on 9th March 2016.

He then showed the meeting the breakdown of the headline Group figures across IEMA Ltd and iemaSTS. He explained that iemaSTS had originally been set up to provide a commercial focus and although it achieved its objective, it became an impediment for future growth and brand awareness with a resource overhead that outweighed the value that it provided. The

Board subsequently approved the closure of iemaSTS in August 2015 with IEMA reverting to a single corporate entity from January 2016.

The CEO informed the meeting that an Inter-company balance of £730k was owed to IEMA Ltd and following advice from Streets LLP, a decision was taken to waive this under a formal Deed of Waiver executed by the Board on 9th March 2016.

He also gave the meeting an insight into financial performance for 2016. He noted that there had been some challenging financial conditions in 1st half of 2016 and income pressures in this period have required a re-balance of business costs, but IEMA is returning to surplus.

There have been substantial investments over the last year in the Member Level Review, IEMA rebrand and business intelligence all of which have successfully been delivered to plan. IEMA's strong cash and balance sheet position has helped sustain necessary investments.

The Chair thanked the CEO and then asked the meeting to vote on Agenda Item 3. The resolution to receive and accept the Directors' report and accounts for the Financial Year 2015 was formally proposed by Daan Elffers and seconded by Paul Leinster.

30 members, including 11 Proxy Votes, voted in favour of the resolution, there were no votes against, 2 abstentions and 1 person who didn't vote.

The Directors' Report and Accounts of the Institute for the financial year ended 31st December 2015 was therefore approved.

Agenda Item 4

To re-appoint Streets LLP as Auditors of IEMA until the conclusion of the next general meeting at which accounts are laid

The resolution to reappoint Streets LLP as IEMA's auditor was formally proposed by Martin Bigg and seconded by Gillian Gibson.

31 members, including 11 Proxy Votes, voted in favour of the resolution, there were no votes against, no abstentions and 2 non-voters.

The reappointment of Streets LLP as Auditors was therefore approved.

Agenda Item 5

To authorise the Board to fix the remuneration of the Auditors

The resolution to authorise the Board to fix the remuneration of the Auditors was formally proposed by Greg Chant-Hall and seconded by Penny Walker.

31 members, including 11 Proxy Votes, voted in favour of the resolution, there were no votes against, no abstentions and 2 non-voters.

The Directors were therefore authorised to fix the remuneration of the Auditors.

Special Business:

Before the commencement of this part of the Agenda, the Chair announced that she would now hand over to Richard Powell, IEMA Deputy Chair, to convene over the meeting for the Special Business Items.

Special item 1

To consider a Special Resolution to change the Articles of Association to enable the reappointment of a Non-Executive Director for a third term of 3 years if so proposed by the Board at an Annual General meeting and if approved by Special Resolution at that meeting.

The Deputy Chair asked Tim Balcon CEO to describe the context and process leading to this proposal.

He stated that IEMA is in the midst of a really important period of transition that will determine the future success of the organisation. He explained that the organisation was at the very early stages of embedding the new member levels, of refreshing and further enhancing the value of the member offer and was now starting the process of applying for a Royal Charter. He said that all this was being done with the clear aim of staying relevant and current for all members, whilst at the same time broadening IEMA's membership base to embrace the sustainability agenda.

He further explained that at such an important time the Board and the Leadership Team want to ensure stability through continuity of leadership, particularly in the role of Chair. However the current constitution only allows for two (3 year) consecutive terms of office for Non-Executive Directors and under those circumstances Diana Montgomery would have had to step down now as a Non-Executive Director and Chair of the Board.

In order to maintain stable and continuous leadership at this time, the Board recommends this change to the Articles to allow for a Non-Executive Director to be appointed for a 3rd consecutive term of 3 years under particular circumstances and supported by a Special Resolution at the AGM.

The Deputy Chair thanked the CEO for providing the context and explanation for the proposed change in Articles and recommended that the meeting support the change.

The special resolution to amend the Articles of Association was formally proposed by Dave Stanley and seconded by Martin Bigg.

29 members, including 11 Proxy Votes, voted in favour of the resolution, there were no votes against, no abstentions and 4 non-voters.

The change to the Articles of Association to enable, under special circumstances, the reappointment of a Non-Executive Director for a third term of 3 years was therefore approved.

The Deputy Chair thanked the meeting for their support on this change and moved on to the next Special Item.

Special item 2

To consider a resolution to reappoint Diana Montgomery as a Non-Executive Director for a third term of 3 years subject to the provisions set out in the revised Articles of Association.

The special resolution to reappoint Diana Montgomery as a Non-Executive Director was formally proposed by Daan Elffers and seconded by Mike Lachowicz.

30 members, including 11 Proxy Votes, voted in favour of the resolution, there were no votes against, no abstentions and 3 non-voters.

The resolution to reappoint Diana Montgomery as a Non-Executive Director for a third term of 3 years was therefore approved.

The Deputy Chair again thanked the meeting for their support and then handed back the Chair to Diana Montgomery.

Diana thanked Richard Powell for Chairing the Special Business section and said that she was delighted that IEMA has chosen to reappoint her and that she looked forward to leading IEMA through these important and transformational changes.

The Chair then thanked the members for their attendance and formally closed the meeting at 17.55 hrs.