

Minutes

Annual General Meeting

12 September 2023

Hybrid – In person at 15 Hatfields and by Zoom

1 **Welcome**

Judith Hedgley welcomed members to the meeting and thanked them for attending; she introduced Sarah Johns (Vice Chair) and noted that each member of the Board was present. She went on to introduce Phil James (Chief Executive) and members of the CIEH management team; other members of the staff team were present to facilitate the meeting.

She explained how members could submit questions, by using the chat facility in Zoom. As many questions as could be answered in the meeting would be, with others followed up after the meeting if it were not possible to answer all during the AGM. She outlined how voting online would operate, those members who were entitled to vote and that the results of any votes would be made available in due course.

Judith explained that Jon Buttolph would be monitoring the chat in Zoom in order that questions raised there could be addressed in the meeting. She thanked the staff team for their help with the meeting and for all that they did to support the work of CIEH more widely.

2 **Minutes of previous general meetings**

Judith invited the meeting to confirm the accuracy of the minutes of the general meetings held on 16 June 2022, 23 March 2023 and 27 April 2023.

The resolution to approve was put to a vote. *Post meeting note – this resolution was carried.*

3 **Chair's update**

Judith updated the meeting on her taking up the role of Chair and on change that had taken place in the intervening period, including the election of a number of new trustees. There had been a particular priority applied to financial management and in preparing for this meeting. She was committed to the development of a strategic approach for CIEH, which would be developed in dialogue with members.

Judith acknowledged all of the hard work of trustees who had left the Board in recent months and, in particular, Julie Barratt who had stood down from her role as President. She expressed the good wishes of all at the meeting for Julie's health.

[A member raised a point of order in respect of the numbering of motions as between the agenda and the ballot paper for the meeting. It was noted that the numbering used on the ballot paper and online voting platform was the same and that the Chair would ensure that there was clarity in advance of opening each vote.]

4 **Report of the Board of Trustees on actions from previous general meetings**

Judith reminded members that details of the actions taken by the Board were set out in the notice of the meeting. Some matters were straightforward and could be dealt with expeditiously, others were more complex but the Board was committed to making progress as swiftly as it was able to.

There were no questions from members.

5 **Confirmatory vote for appointment of President**

Judith reminded the meeting that the appointment of President was now subject to a confirmatory vote of members.

Mark Elliott had been recommended by CIEH's Appointments and Remuneration Committee (ARC), following the open and transparent recruitment process which had been used for all governance appointments in recent years.

The Board had accepted the recommendation of the ARC and Mark's appointment would now be put to a member online vote, to open on 15 September and close on 2 October 2023. If elected, Mark would take up office on 1 January 2024.

At Judith's invitation, Mark addressed the meeting to explain some of his professional background, his previous involvement in CIEH's governance and the approach that he would intend to take if he were appointed as President.

6 Fellowships awarded in 2022

The meeting noted that Roy Harrision had been awarded Honorary Fellowship in 2022.

It further noted that the following members had been awarded fellowship in 2022:

Timothy Bage
Anthony Baldock
Roberta Borges Stewart
Vanessa Brett
Richard Chubb
Mark Flanagan
Appollo Fonka
Helen Groves
Warren Haynes
Terenja Humphries
Paul Oatt
Ian Sanders
Charles Spencer
Stuart Wiggans

Judith offered each of them congratulations on behalf of the Board and all members.

7 Annual report and financial statements

Fran McCloskey (Executive Director of Finance and Corporate Services) explained CIEH's 2022 financial performance to the meeting. She noted that the annual report and accounts were included in the papers for the meeting; she would describe some of the headlines, before seeking questions.

She noted that the external auditor (Haysmacintyre) provided an unqualified opinion in respect of CIEH's accounts.

She outlined that CIEH had seen a reduction in funds of £6.1m in the reporting period. The net loss before exceptional items was £0.838m, split almost equally between an operating loss of £0.4m (£1.0m previous year) and restructuring costs of about the same amount.

Exiting the former final salary pension scheme had had a positive impact on costs; revenue was broadly stable other than that related to 15 Hatfields, which had increased following the period of depressed trading post COVID-19.

An exceptional gain of £6.0m was attributable to CIEH leaving the former final salary pension scheme. Fran emphasised that this was not a cash gain but related

to the removal of liabilities from CIEH's books, as a result of negotiations between CIEH and the London Pension Fund of the Local Government Pension Scheme.

There had been an exceptional loss from a valuation change in CIEH's property lease of £10.7m (again this was not a change in CIEH's cash position, rather it reflected a professional valuation of the lease) and a loss on investments of £0.5m.

In addition, the Board had adopted a new reserves policy which was described in the report. Its free-reserves were now at £1.5m, against a target of £4.0m.

In response to questions, members of the executive management team:

- Explained that the approach to a reserves policy would usually be to seek to fully fund that amount. In the position where there was a shortfall it was for the Board to plan how best to close that gap over time. The majority of not-for-profit organisations were in a similar position.
- Confirmed that the external auditor had opined that CIEH continued to be a going concern, although there were clearly issues in respect of financial sustainability in the medium term.
- Explained that the leases on three floors of 15 Hatfields were for a period of ten years, with a tenant break clause in 2025 (ie at five years) and that risk could arise in respect of the tenant. These were identified and, as far as possible, addressed in CIEH's approach to risk management.
- Confirmed that the valuation of the lease reflected the potential for the need for further investment in the building and that that potential need was reflected in the Board's reserves policy. A property condition report had been commissioned, which would be reported to the Board, in due course, when it was completed.

Judith thanked Fran for her report and the answers that she had given.

Fran invited the meeting to receive the Annual Report and Financial Statements for 2022.

The resolution to approve was put to a vote. *Post meeting note – this resolution was carried.*

8 Election of auditors

Judith invited the meeting to appoint Crowe UK as auditor and to authorise the trustees to fix its remuneration.

The resolution to approve was put to a vote. *Post meeting note – this resolution was carried.*

Special business

Judith thanked those members who had proposed motions and explained the process that would be used in the consideration of each.

Motion 1

Janet Russell explained the context to Motion 1, which proposed revision of CIEH's Byelaws in respect of the provisions for the removal of Board members. She submitted that there had been different interpretations placed on the current removal provisions as well as, factually, there having existed different provisions for those elected or appointment to the Board for many years.

As proposer, she made the point that it might be efficient and appropriate for such a change, if agreed, to be added to any similar changes to the Charter or Byelaws which was to be made.

Kathryn Preece responded, on behalf of the Board. She noted that the Board had since revised its operational procedures to permit it to remove appointed trustees on the same basis and using the same powers that it had already had to remove elected trustees. The Board's view was that the motion was appropriate and that it was likely to support its implementation, noting that the Privy Council process could be lengthy. It was the Board's intention to ensure that any criteria for the removal of trustees were clear.

Janet Catley-Young spoke as seconder, to say that she fully supported the motion. The motion was put to a vote. *Post meeting note – this motion was carried.*

Motion 2

Lisa Griffin explained the context to Motion 2, which proposed a number of policies relating to declaration of interests, the engagement of consultants and the procurement of services. She explained that the Board had sought a revision to the timescales set out in section c) of the motion, to three months rather than one. She and the seconder supported that change.

Penny Dawson Malone responded, on behalf of the Board. She noted that the Board had engaged with the proposers to understand the intent of the motion. The Board's view was that the motion was that it was likely to support its implementation, noting that it would wish to engage further to clarify practical matters and ensure that any action was consistent with legal advice.

A member asked if the proposers of the motion thought that there had been any historic issue in respect of non-declaration of interests. Tim Everett indicated that he would deal with that in his closing remarks.

Tim Everett spoke as seconder, submitting that the elements of the motion would serve to ensure greater openness and transparency and contribution to CIEH's financial stability inviting members to support the motion, as amended. He emphasised the importance of an open approach to the declaration and publishing of interests.

The motion was put to a vote. *Post meeting note – this motion was carried.*

Motion 3

Peter Wright explained the context to Motion 3, which proposed that a review of the charitable status of CIEH be undertaken and the outcome be communicated back at the 2024 AGM for any decision to be made.

A member welcomed the motion and commented that past such reviews had identified benefit from remaining a charity; they thought that the structure of charities legislation was helpful to good governance at CIEH.

Lindsay Shaw responded, on behalf of the Board. She noted that the Board had engaged with the proposers to understand the intent and purposed of the motion. The Board's view was that, if the motion was passed, it was likely to support such a review. She pointed out that a number of the matters referred to in the motion were related to CIEH's status as a chartered body, rather than a charity. These may impose some limits on how those matters might be addressed, if such a need were identified.

Emily Latimer spoke as seconder, inviting members to vote in favour of the motion.

The motion was put to a vote. *Post meeting note – this motion was carried.*

Motion 4

Chris Day explained the context to Motion 4, which was a composite motion. He also explained that he and Ian Gray had engaged with the Board in advance of this meeting to provide background information, drawing on their experience.

The elements of the motion included an overarching review of professional qualifications, the re-introduction of an independent register at arm's length from CIEH and the pursuit of co-registration status with another professional body. He explained the rationale for these elements of the motion.

In respect of EHN and the CIEH website, he outlined the relevant further elements of the motion.

Nick Chapman responded, on behalf of the Board. He noted that the Board had engaged with the proposers to understand the intent and purpose of the motion. The Board was grateful that there was a degree of latitude in the motion wording which would help with prioritising action, in the event that the motion was passed. If it were passed, the Board was likely to support such working with the proposers in developing plans to address these matters, balancing them with other priorities.

A member thanked those who proposed the resolution but posed the question, 'where is the profession going?'. They submitted that establishing that first would allow action on the matters in the motion to be addressed following that 'forward look'. Another member commented on the closure of EHRB and the role that it might have been able to play in the response to the COVID-19 pandemic. It was important, they submitted, that CIEH aligned itself with other health-related professional bodies.

A member suggested that a project with such a scale as the potential outcome of this motion would benefit from a 'commission' approach, in order to harness a broad group of skills and experience. A further member spoke in support of this motion; CIEH needed to speak out much more clearly and have a more structured approach to media relations.

A member spoke to support the motion and, also, the concept of a wider 'commission' model to ensure that a wide range of inputs was sought reflecting the contribution to health matters that environmental health professionals were able to make. Another member spoke in support and thought that a regional presence was an important consideration in reflecting on how member engagement could be improved.

Chris Day responded to the points that members had made in response to the motion.

Ian Gray spoke as seconder, inviting members to vote in favour of the motion. He submitted that the motion was designed to be supportive of the Board and to assist it in its work. The purpose of the motion was to be a vehicle to encourage the Board to direct the executive team.

Each part of the motion was put to a vote. *Post meeting note – each part of this motion was carried.*

10 **2024 AGM**

The meeting was invited to confirm the date of the next annual meeting as Friday 28 June 2024, to be held online and at 15 Hatfields. Judith thanked everyone for attending and closed the meeting.

The resolution to approve was put to a vote. *Post meeting note – this resolution was carried.*