

**Minutes of the Institute of Directors (“IoD”) Annual General Meeting
Held on Thursday 08 October 2020 at 2:30pm, Zoom Meeting
AGM (2020) – (For approval at 2021 AGM)**

Item 1 Interim Chair of the Board’s Welcome

- 1.1. The Interim Chair of the Board welcomed everyone to the 2020 AGM and thanked all attendees for taking the opportunity to attend and show support for the IoD.
- 1.2. Before the formal business of the meeting, the Chair of the Institute confirmed that the AGM will be held in two parts. In the first section, the DG, SICM and the Interim Chair will provide members with an update on results and activities in 2019 as well as the current position of the organisation. There will then be an opportunity for members to ask questions at the end of the section. The second part of the meeting will be the formal business of the IoD. This being the three resolutions which were set out on the AGM notice.
- 1.3. The Interim Chair thanked his predecessor, Charlotte Valeur, who had stood down as Chair recently. It was noted that Charlotte had done a tremendous amount of work on behalf of the IoD and colleagues from the organisation wished her well for the future. The members noted that Kirsty Lloyd-Jukes, Non-Executive Director had left the Board in March, the Interim Chair thanked her for the work completed during her time for the Institute.
- 1.4. Jonathan Geldart was welcomed as the new Director General at the end of 2019 and it was noted that he had worked tirelessly to fulfil the goals of the Institute in circumstances that no one would have expected.
- 1.5. Members noted that since the last AGM, it had been agreed to build a financially stable future for the Institute after reporting a £4.2m loss for 2018. This had been the main focus for 2019 and the Interim Chair was pleased to note that last year’s surplus of £752,000 showed how much progress had been made.
- 1.6. In 2019, the Professional Development provision had grown for the fifth consecutive year. Over 400 programmes had been delivered to over 5,000 delegates in the UK and abroad in 22 different countries. Hospitality also had grown with a total revenue earned from activities increasing by 11.7%.
- 1.7. The Centre for Corporate Governance was successfully launched at an event in July 2020. The Centre was investigating stakeholder governance, sustainability in governance, and the impact of emerging technologies on governance.
- 1.8. The Chartered Director community had continued to grow with a record number of applications made during the year. The International branches had continued to progress with the first Chinese national going through the Chartered Director programme.
- 1.9. The Interim Chair noted that membership had declined over the course of 2019 but there were actions taken to rectify this. The long-term plan would be to stop the decline then reverse this while maintaining a strong financial footing.
- 1.10. The impact of the global pandemic had affected many plans, but the Board had moved swiftly to ensure action was taken in the difficult and rapidly changing situation. This action was to ensure that the work being carried out was done in a safe and sustainable way for staff and volunteers as well as looking at the impact on 2020 and 2021 future plans.

- 1.11 An online hub had been launched with all courses being moved online with the help of the Professional Development team. A successful case was made to the Government for business support and temporary changes to the UK's corporate governance and insolvency rules.
- 1.12 The need to continue reforming and reshaping the IoD was evident and excellent progress was made in empowering local networks by developing a new streamlined operating model that would enable the IoD to service members wherever they are.
- 1.13 As these changes were being implemented, the IoD staff and volunteers had come together in a great example of positive collaboration. This was underpinned by the continued support from the National, Regional and Branch Chairs in the midst of these unprecedented challenges.

Item 2 Director General's Strategic Update

- 2.1. The Director General, Jonathan Geldart, ("DG") provided an overview of where the IoD was today and the strategic review.
- 2.2. The Members noted that COVID-19 had presented significant personal and professional challenges for the IoD and the members. There was still some way to go before the organisation was through the difficult time but the IoD had responded quickly both in terms of acting to limit the damage it could be done to the Institute's plans and speaking on behalf of the members to the Government.
- 2.3. The overarching aim at the start of the last financial year had been to improve the efficiency and financial health of the organisation. Significant progress had been made and the Institute was on course to build on that progress before COVID-19 hit.
- 2.4. The work to provide members with influence had continued throughout the year, over 100 meetings with key ministers and civil servants had been held representing the views of members. The Policy Team had secured notable wins on issues from international trade to late payments.
- 2.5. The Advisory Services function had been dealing with thousands of requests during the year to help members with the day-to-day challenges of doing business. This had come alongside a special project focussed on Brexit readiness which had reached a vast number of directors across the country.
- 2.6. To deliver on the IoD's objectives, it was planned to get closer to the membership, which would be achieved at Branch level. All Branches were being empowered to provide the services that would benefit the members whilst being underpinned by a 'Member First' philosophy. This new model would deliver a service for the membership that better reflected their needs.
- 2.7. Members noted that the DG recognised that the IoD did not get everything right but had listened to concerns raised and had hopefully improved in terms of involving members in the change process and communicating better.
- 2.8. Despite the challenges posted by COVID-19, the DG was confident that the changes that were being made would help the Institute build a long-term sustainable future, grow the membership, and support Directors.

Item 3 Council Report

- 3.1. The Senior Independent Council Member, Jean Church MBE, provided members with an update from Council highlighting that it was the role of the Council to provide oversight of the Board.

- 3.2. A number of the Council members, who worked diligently throughout the challenging period, would be stepping down. Sincere thanks went to David Sale, David Trenchard, Mike Blackburn and Garry Smith for their dedication and commitment to their roles.
- 3.3 A key part of the work of the Council was to monitor financial performance. The Council received regular and detailed updates from the Board on both the financial position and related work being completed to transform the Institute. A significant financial turnaround from a position of concern in 2018 was noted.
- 3.4 The Council recognised the deep and searching approach adopted to re-align the goals of the Institute. This work had been underpinned by strengthened collaboration between members, staff, the Board and Council. This work, along with the response to the pandemic, had served to strengthen the relationships across the Board and Council.
- 3.5 The Transformation Programme had been challenging for staff and members alike. However, the Council had been reassured by the diligence with which the Board addressed this.
- 3.6 Last year, the progress made in improving interaction between the Council and the Board around strategic priorities was discussed. The Council had worked to achieve a deeper understanding of the Board's strategic thinking and direction while injecting greater transparency into the purpose of the Council providing critique and opinion to the Board on overall progress. Working together as an entity to consolidate communication processes and timelines of information between the Board and Council would ensure that progress continues.
- 3.7 A working group to review the composition of the Council had been established to ensure that continues progress was achieved to revitalise the underpinning of governance structures.
- 3.8 One of the key tasks of the Council was to oversee the appointment of the new Chair. The Council were working closely with the Interim Chair whilst this process was underway. In light of the departure of the previous Chair, the Council had reviewed succession planning in terms of the Board and Council membership.

Item 4 Questions

- 4.1. Members present at the meeting had an opportunity to ask questions regarding the matters outlined in the AGM Agenda. There were also questions raised prior to the meeting. The following points were noted:
 - Impact the pandemic has had on the IoD's finances- It was noted that like many businesses, the current situation presented an unprecedented risk to finances. The Board and Management had already taken swift action to mitigate these risks.
 - Risk to the IoD's future- The current situation presented an unprecedented risk to many businesses and organisations including the IoD. The recovery plan was the best chance there was to get through these difficulties.
 - Membership figures decline - The drop in members was disappointing, however, the figure was an improvement on 2018 (9% compared to 12%). The current recovery plan was focused on delivering a long-term sustainable increase in membership. The reforms were designed to stop and reverse the decline in membership by giving greater powers to the IoD Branches. Getting closer to membership would make the IoD the pre-eminent business organisation for directors.

- Member services –It was noted that these were reviewed during the year, the aim was to provide the most benefit to as many members in the long term as possible. That sometimes meant making difficult decisions, but it was always with the best interests of members and the long-term health of the Institute in mind. The MT would always be happy to receive feedback from members.
- International initiatives – It was noted that International expansion and offering was part of the long-term strategy of the organisation.
- Professional Development – many of the professional development courses were available online now and feedback to date from delegates had been very positive. The MT planned a hybrid delivery approach in the future with courses available both face to face and online once government guidelines allowed this.

Item 5 Formal AGM Business

- 5.1. The Interim Chair stated that the three resolutions would be addressed in the order that they appeared on the AGM notice. It was important that only voting members cast their vote during the next part of the meeting. Members were invited to use the vote button on screen for each of the resolutions.
- 5.2. The IS updated the Chair that there seem to be a discrepancy in the number of voting members at the online meeting and those who had cast their vote. The IS briefly explained the procedure and relaunched the online poll. All voting members were encouraged to vote.
- 5.3. The IS confirmed that voting had concluded, and the following results were recorded:

Resolution 1: Minutes of the Annual General Meeting 2019

The minutes of the 2019 AGM were available on the website as per the notice of the AGM. The minutes of the AGM held on 09 July 2019 were **approved** by the voting members.

Resolution 2: Annual Report and Accounts

The IoD Annual Report and Accounts 2019 were available on the IoD website as set out in the notice of the AGM.

Esther Teeken (Programme Director) and John Watson (Chair of ARC) were both available for the technical finance questions.

The voting members confirmed that the Annual Report and Accounts for the year ending 31 December 2019 had been **received**.

Resolution 3: Re-appointment of Buzzacott LLP as Auditors for the ensuing year

The Board and Audit and Risk Committee were satisfied with the nature of Buzzacott’s work and recommended the re-appointment of Buzzacott for the 2020 Accounts review.

The voting members **approved** the re-appointment of the Auditors, Buzzacott.

Item 6 AOB

- 6.1. The Interim Chair thanked everyone for attending the first IoD online Annual General Meeting.

The meeting closed at 15:30pm

Kristina Lewis
Institute Secretary