

CIM Minutes

Minutes of the Twenty-Ninth Annual General Meeting
Held At 10.30 Hours on Thursday 7 December 2017
Location Moor Hall, Cookham

The Chair welcomed those present and formally opened the meeting, confirming that it was quorate and the Notice was taken as read and then introduced the front table:

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| Leigh Hopwood | Chair |
| Chris Daly | Chief Executive |
| David Robinson | Finance Director |
| Joanne Saintclair-Abbott | Institute Secretary |

There were 46 Voting Members present and apologies had been received from Susan Anderton, Paul Beard, Laurence Dunn, Julie Fowler, Martin Katuramu, Russell Mellor and Andrew Thomson.

The Chair informed those present that voting would be by poll vote in order to include proxy votes and the results would be provided before the close of the meeting.

1) To approve the Minutes of the 28th Annual General Meeting held on Thursday 26 January 2017 at Moor Hall, Cookham.

The Chair asked for approval of the Minutes of the 28th Annual General Meeting subject to the amendment of the name on page two, paragraph seven, from Andrew Marsden to Andrew Davison, this was proposed by Freddie Hospedales and seconded by Derek Milward. Voting forms were collected.

2) To receive and consider the Annual Report of the Board of Trustees on the business and activities of the Institute and the audited Annual Report and Accounts for the financial year ended 30 June 2017 and the Auditors' Report.

The Chair advised the meeting that Sir Paul Judge, President of CIM from 2008-2014, died on 21 May 2017 and Gary Flather QC, who was Chair of the CIM Disciplinary Committee from 1990-2014, died on 9 October 2017.

She stated that Jenny Ashmore's term of office as President of CIM had ended at the last AGM and the process to find a replacement will commence in 2018.

Leigh referred to the difficult year that CIM had endured. It had been a year of two halves since the last AGM in January 2017. The first six months delivered losses which can be seen in the annual report and accounts, whilst the second delivered an operating surplus. To date £1.2m savings have been achieved without impacting service delivery and this year saw CIM improve from 25th to 14th in the 'Top 50 Companies for Customer Service'. The number of Professional Members joining CIM has started to increase for the first time in several years. The Board and SMT have worked together to create a realistic new Strategy and Budget. Underpinning this recovery is a change to the CIM culture, focussing on collaboration, transparency and engagement. Although there is still a lot to do, the Chair thanked the Members for their support during her fourteen months in office. She thanked the

Marketing Trust for making a commercial business loan to CIM. She also thanked the Board of Trustees, past and present, for their tenacity and drive in helping to turn the organisation around, and finally gave special thanks to Chris Daly and the SMT for demonstrating their total dedication to CIM.

Leigh then handed over to the CIM Chief Executive.

Chris Daly introduced himself, explaining that he has been working for CIM for sixteen years and in March 2016 was appointed Chief Executive. CIM's financial situation became apparent in October 2016, the key issues were identified and a two-year Recovery Plan was initiated. At this point Chris handed over to the CIM Finance Director, David Robinson, who gave a summary of consolidated results for 2016/17.

David reported that turnover for the year of £13.9m was down £0.6m, with Membership down by 16%. Learning & Development was down 4%, Education/Qualifications up 3%, and the Conference Centre was up 11%. In addition, there were exceptional items for restructuring the business plus 10% loan interest. With regard to cash movement, there has been an increase in working capital and strong net assets of £3.6m (net of loans). Since the appointment of a Commercial Director and a refreshed Sales function, revenue is increasing. Contracts are being reviewed and re-negotiated, together with new procurement initiatives, and better use is being made of technology. CIM is now moving into profitability and there may well be a surplus for the calendar year. A clean Audit Report was received for 2016/17 and the Management Accounts for 2017/18 are well ahead for the year-to-date.

Chris Daly then introduced CIM's new strategy. CIM's future journey sees it refocussing, re-engaging and stabilising to deliver individual professional advantage and organisational business advantage. In concluding his presentation, Chris said that, from his perspective, there was a positive outlook for CIM and he is confident of achieving an operating surplus by the end of this year.

The Chair then opened the meeting to questions.

Colin Harper said there was no point of value for FMCGs but if CIM provided something aimed at them, they would listen and it would help if information on the specific areas they are interested in could be sifted and passed on to them. Chris agreed with the point made and referred to the Sector Industry Groups. He said that it is necessary to engage with senior members to create sector experts who can work with CIM. Colin felt that what was really needed was to know about the members and people working in each sector and the challenges in their daily lives, to help them deliver in their specific areas.

Llinos Jonathan stated that she had junior marketers in a mentoring situation wanting help regarding budgets etc., but what about people at a much higher level who could be advocates for CIM? Should CIM not look more at the life cycle and demographics? Chris responded saying CIM has introduced the Fellows' Dinner and Breakfast Meetings, and is creating a platform for senior and middle marketers. He appreciated that more needs to be done at a senior level.

Peter Tomkins noted the loan issue which he said needed to be paid back as soon as possible. He also had one observation which related to the time involved in doing CPD and he felt it must be made more user friendly to the over 50s. He looked forward to seeing the transformation plan and stated that CIM has his support.

In response, Chris advised that there had been plans to sell the Lodge at Moor Hall but ultimately the decision was taken to extend the loan instead, which will be paid back in tranches from 2018. Chris agreed that the communication regarding CPD could have been better but 86% of Members completed it in the timeframe, with help always available from CIM. He stated that there needs to be rigour and robustness in Chartered status to equate it to the standards of other Chartered bodies.

Kelvin Golding referred to the Objects of the Constitution relating to Thought Leadership with regard to creating it as a value proposition inhouse rather than via third parties. Chris replied that previously CIM had committed 100% to thought leadership and although it is key, CIM is now keen to partner with other organisations on significant issues. CIM is experiencing greater engagement through Catalyst, with editorial control having been taken back inhouse.

KG added that it was a privilege to see a CEO stand up with a coherent and understandably clear plan and be committed to seeing it through.

Shiraz Latiff stated that a good strategy for the international market is needed to sustain the top line and Chris confirmed that international is a key part of CIM's overall strategy and the Board and SMT are currently reviewing the whole of the international remit.

Paul Strzelecki said that he was worried about the big picture and, despite the prudent management CIM have put in place, the organisation should be looking at Brexit as a big opportunity and he did not feel the business model is fit for going forward for the next five/ten years. He asked how it could be doubled/trebled by changing what is sold. Chris responded saying that there are three main themes being focussed on: Brexit, GDPR and Skills Analysis, and more impact will be seen in due course. CIM needs to build greater emphasis on being the organisation to 'Go To'. Mr. Strzelecki felt that the issue is the nature of what CIM is offering and that it should be improved upon by looking at what its product is and what its market is, and looking at the Far East and China etc.

Llinos Jonathan emphasised that members' growth is important.

Jeanica Ndagono advised that the prestige of CIM in Zimbabwe is high and growth can be gained through Chartered status, with the relevance of content to business being critical.

The Chair thanked people for their questions and comments which were useful and relevant. She said that both her e-mail address and Chris Daly's are available and they would welcome any feedback from Members.

With no other questions, Fiona Spencer proposed that the Report and Accounts for the year ending 30 June 2017 be approved and this was seconded by Peter Tomkins. Voting forms were collected.

3) To re-appoint Moore Stephens LLP as Auditors of the Institute until the accounts are next laid before the members in general meeting and to authorise the Board of Trustees to approve their remuneration.

The Chair reminded the meeting that at the last AGM mention was made of re-tendering for Auditors. This was done and Moore Stephens were appointed.

The Resolution to appoint Moore Stephens as Auditors for a further year was proposed by Andrew Davison and seconded by Kelvin Golding. Voting forms were collected.

Gemma Butler (CIM Associate Director of Marketing) and Simon Morris (CIM Commercial Director) presented to the meeting.

4) To note the Officers and composition of the Board of Trustees for the ensuing year.

The Institute Secretary confirmed the composition of the Board of Trustees for the coming year:

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| Chair: | Leigh Hopwood |
| Vice Chair: | Professor Jonathan Deacon |
| Vice Chair: | Derek Milward |
| Trustees: | Taffy Alahakoon |
| | John Bernard |
| | Matilda Crossman |
| | June Dennis |
| | Nadi Dharmasiri |
| | Kate Hamilton |
| | Dawn Holmes |
| | Freddie Hospedales |
| | Fiona Spencer |
| | Allyson Stewart-Allen |

The Chair confirmed the composition of the Senior Management Team:

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| Chief Executive: | Chris Daly |
| Finance Director: | David Robinson |
| Associate Director of Marketing: | Gemma Butler |
| Associate Director, Professional Development: | Teresa Folkes |
| Associate Director of Customer Experience & Operations: | Kate Gardhouse |
| Associate Director of Qualifications & Partnerships: | Maggie Jones |
| Associate Director of People and Organisational Development | Sarah Lee-Boone |
| Commercial Director: | Simon Morris |
| Institute Secretary: | Joanne Saintclair-Abbott |

The Institute Secretary then informed the meeting of the result of the voting:

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| Minutes: | 46 in favour, 0 against - passed |
| Resolution 1: | 109 in favour, 1 against – passed |
| Resolution 2: | 107 in favour, 3 against – passed |

The Chair confirmed that concluded the business of the AGM and thanked those present for attending.

The AGM concluded at 12:30 hours.