

# AGM 2016

## CHARTERED INSTITUTION OF WASTES MANAGEMENT

### ANNUAL GENERAL MEETING OF CORPORATE MEMBERS

Held on Tuesday 14<sup>th</sup> June 2016 at 1.15pm in Lecture Room 1, The Royal College of Surgeons of England, 35-43 Lincoln's Inn Fields, London WC2A 3PE

### MINUTES

The President of the Institution, J Baird was in the Chair.

The following Corporate Members of the Institution were recorded as being present:-

M Bates	B Herridge	J Quinn
J Beasley	M R Hewitt	A Read
M Bedford	J Holland	S Read
T Benfield	D Jones	S Reynolds
I Blake	T Jones	S Riggs
M Bland	V Kelly	A Scott
M Brame	J Kenny	C Sedgley
K Bury	E Kiernan	M Sharp
P Calliafas	A Lapage	K Simmonite
C Clark	T Law	B Simonson
C Cole	S Lee	M Sudworth
R Colley-Jones	K Lewin	D Taylor
B Dennis	T March	G Titman
C Devine	L Marshall	T Walker
S Didsbury	B Marshall	G Weeks
A Doran	I McAuley	S Welch
A Dunwoody	D Monks	R Weymouth-Wood
J Evans	C Murphy	A Willetts
J Ferguson	K Mynard	D Wilson
S Foster	D Newman	L Wood
P Frith	T Nicoll	J Wood
J Fry	C Nouhan	
M Gaylor	R Russell	
K Gaylor	S Rutledge	

#### In Attendance:

K W Webster (Finance Manager & Company Secretary)

J Eden (Solicitor, EMW Picton Howell LLP)

P McLaughlin (Chairman, Audit Committee)



## **Welcome**

The Chairman welcomed all Members present to the Annual General Meeting of the Chartered Institution of Wastes Management, and reminded those attending that only Corporate Members (i.e. Fellows, Members and Licentiates) may vote, although non-corporate members were welcome to attend the meeting. He reminded all such corporate members that if they had not already done so they should give their names to the staff on the door as they left the meeting. He then declared the meeting open, and requested the Chief Executive Officer to read the Notice of Meeting.

## **Notice of Meeting**

The Chief Executive Officer read the Notice of Meeting dated the 11<sup>th</sup> May 2016 that had been circulated earlier to all Corporate Members.

### **1. Apologies for Absence**

The Chief Executive Officer reported that a total of 2 written apologies had been received, and it was agreed that these should be taken as read. A further 3 apologies were received from the body of the hall. The CEO also reported that a total of 89 proxy voting forms had been received, including 5 proxies allocated to Members present at the meeting. The latter were read out by the Chief Executive, and the remainder were taken as read.

### **2. Minutes of the Previous Annual General Meeting**

The Chief Executive Officer drew Members' attention to the Minutes of the Annual General Meeting of the Institution held on the 24<sup>th</sup> June 2015 which are available to view from the CIWM website. He further advised that although it was not a requirement for these to be approved by the meeting, nevertheless it was custom and practice to do so. On a proposal by K Simmonite, seconded by T Jones, it was unanimously agreed that the Minutes were a correct record, and were signed as such by the President.

### **3. Trustees' Report and consolidated financial statements for the year ended 31<sup>st</sup> December 2015**

The President informed the meeting that the Trustees Report and consolidated financial statements are available to view from the CIWM website and that hard copies of the document were made available to members by request as included in the Notice of Meeting. At the invitation of the President the Honorary Treasurer presented the Trustees' Report and the consolidated financial statements. The Honorary Treasurer commented as follows:-

"2015 has been a year of investment and development in the Institution's infrastructure.

General Council approved a major IT infrastructure project financed from reserves built up in previous years to improve member services and commercial performance and to gain administrative efficiencies. This has been a major investment both in cost and also in the commitment of staff time and resources.

2015 has also seen a deterioration of the general economic climate on a global scale. The Chartered Institution, in common with other companies in the industry, has been affected by this downturn in commercial activity with a resultant reduction in



revenues, particularly for its wholly owned trading subsidiary, CIWM Enterprises Limited.

These two factors have together impacted upon the financial results for the year and the Chartered Institution has recorded a net operating deficit for the year of £318,092 (2014: £70,810 surplus).

Staff time and costs were also invested in researching a possible business opportunity to achieve growth by acquisition but, unfortunately, this did not proceed. Expenditure on this project was also financed from Designated Funds.

After the allocation of costs to Designated Funds and after recognition of realised and unrealised investment gains, the net deficit achieved on day-to-day activities accounted for as General Funds is £77,435, which Trustees consider more accurately reflects the difficult trading and commercial conditions outlined above.

This is a disappointing result but Trustees are confident that the investment in new IT infrastructure will provide returns in future years. The Chartered Institution has a strong balance sheet with substantial accumulated financial reserves providing the strength and depth both to enable it to implement major projects and also to face the implications of volatile and changing economic circumstances."

The President thanked the Honorary Treasurer for presenting the Report and Accounts. He went on to draw members' attention to Byelaw 34 of the Institution's Constitution which states that 'the business of the Annual General meeting shall be to receive and consider the annual report of the General Council and the accounts and to appoint and fix the remuneration of the auditors.' Questions should relate to these matters of business and be on topics relevant only to the affairs of the Institution itself.

He then invited questions or comments from the floor and stated that the Company Secretary had been notified in advance of questions from Mr. Peter Calliafas which relate to the Institution's decision to invest in Cloud Sustainability Ltd in 2013. Mr Calliafas then gave some background to the reason for his questions and agreed that the President should read out the text of the questions he had sent in advance. These were:-

1. Who or what organisation was retained by CIWM specifically to advise it on its proposed investment, what due diligence was undertaken by them and why were the obvious flaws in the business case assumptions not picked up and challenged?
2. Who in CIWM recommended this investment and on what basis?
3. Who in CIWM is responsible and accountable for this. Was it a collective decision by General Council or a delegated decision by them and if so, to whom?
- 4.

The President asked the Honorary Treasurer to respond.

The Honorary Treasurer responded as follows:-

"Before dealing with the questions raised, I will remind members that the Institution invested in Cloud Sustainability Ltd in August 2013 alongside several other investors and holds an approx 10% shareholding. Investments are the responsibility of Trustees



and this decision was taken by them in accordance with the CIWM Constitution. In making this decision, the General Council took into account that the investment would have several purposes including the possibility of a financial return; supporting the commercial partnership arrangement which has enabled the Institution to develop an e-learning capability; and also supporting improved waste and resource management in all sectors for the public benefit in accordance with the Institution's charitable purposes and objects.

I respond to the questions as follows:

1. In making the Cloud Sustainability investment decision, CIWM Trustees sought and were satisfied by professional reporting accountant and legal advice procured from nationally recognised firms of accountants and solicitors.
2. During 2013 Cloud Sustainability were widely promoting a newly developed online waste and resources learning and improvement product. Initial discussions with the Institution centred on development of a commercial relationship especially regarding e-learning products. The investment opportunity subsequently developed from those discussions.
3. Investments are the responsibility of Trustees and this decision was taken by them in accordance with the CIWM Constitution.

In giving these responses I should also point out that the investment and partnership with Cloud Sustainability have been highlighted in the audited accounts for 2013, 2014 and 2015.

I would stress that the company and our partnership with it remain ongoing and we retain confidence in their future."

The President stated that the questions raised by P Calliafas and the Honorary Treasurer's response will be recorded in the minutes. He went on to say that there are considerable changes occurring in the Institution and that a number of colleagues are retiring from various positions including Mr Calliafas retiring from the Audit Committee. He thanked all those retiring for their support to the Institution and asked if there were any further questions.

The President then invited Mr Paul McLaughlin, Chairman of the Audit Committee, to read the Auditor's Report and Opinion on the 2015 accounts. Mr McLoughlin advised that the report from Kingston Smith includes these statements of opinion on the financial statements:-

"In our opinion the financial statements:

- give a true and fair view of the state of the group's and the parent charitable company's affairs as at 31 December 2015 and of the group's incoming resources and application of resources, including its income and expenditure, for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and



- have been prepared in accordance with the Companies Act 2006, the Charities and Trustee Investment (Scotland) Act 2005 (as amended), regulations 6 and 8 of the Charities Accounts (Scotland) Regulations 2006 (as amended) and the Charities Act 2011.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Trustees' Annual Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006, the Charities Accounts (Scotland) Regulations 2006 (as amended) and the Charities Act 2011 require us to report to you if, in our opinion:

- the parent charitable company has not kept proper, adequate and sufficient accounting records, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent charitable company's financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of trustees' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit".

The Chair of Audit Committee concluded by stating that the report had been signed by Sandra De Lord on behalf of Kingston Smith and was dated 21st April 2016."

On a proposal by B Dennis, seconded by E Kiernan it was unanimously

#### **Resolved**

that the Trustees Report and consolidated financial statements for the year ended 31<sup>st</sup> December 2015 be received.

#### **4. Membership of the General Council 2016/17**

At the President's request the Chief Executive Officer referred to the Report which is available to view from the CIWM website setting out the membership of the Institution's General Council (The Trustees) for the year 2016/17. It was noted that this Report was for information only.

#### **5. Appointment of Auditors**

The President reminded the meeting that the General Council recommends that the firm of accountants Kingston Smith LLP be appointed to act as the Institution's Auditors for the accounting year ending 31<sup>st</sup> December 2016 and that their fees be subject to the approval of the Executive Committee.

On a proposal by Peter Calliafas seconded by Stuart Reynolds, it was unanimously

#### **Resolved**



that Kingston Smith LLP be appointed as the Institution's Auditors for the year 2016 at such remuneration as shall be agreed by the Executive Committee of the Institution's General Council.

### **6. Vote of Thanks**

At the invitation of the President Paul Frith proposed the vote of thanks.

I am honoured to be giving this vote of thanks on behalf of the members of CIWM to the many people who dedicate their time, knowledge, resources and energy for our Institution.

I would like to thank the trustees, General Councillors and centre representatives. Particularly the hardworking secretaries, who often keep the wheels turning in our centres, and those that commit time and effort into organising local meetings and co-ordinating the strong and active, New Members Network.

Thank you to the President, Jim Baird for the knowledge, enthusiasm and professionalism he brings to the role, and also to those members who represent the Institution on committees, at local meetings and to the volunteers without whom the Institution would not function.

CIWM depends on, and is served by committed volunteers, who work enthusiastically to ensure the Institution is continually at the forefront of the industry.

We should also acknowledge and thank the employers of our members who often support and appreciate the value of CIWM and importance to the professional development of their employees.

It is in these regards that I would like to express my gratitude, to all of these people on behalf of all the members and to the staff of the institution for their continued professionalism and commitment.

### **7. Any other Business**

The President advised members that it is not normal to take AOB at an AGM but the Honorary Treasurer would like to make a statement to members.

The Honorary Treasurer reminded members that he had informed the AGM last year that he is standing down as Honorary Treasurer today at the closure of this AGM. He read out the following statement:- "It has been a great honour to serve the Institution as both a Trustee for 27 years and Honorary Treasurer for 25 years. We have seen much change over those years and there have been challenging times, such as we have seen last year, but nevertheless the Institution has continued to be very successful. The Institution has a strong balance sheet and strong and committed management and will, I have no doubt, continue to grow and flourish in the future."

I should like to extend every good wish for the future to the Institution, its membership, General Council, management and, of course, my successor, Steve Corne".

The President then stated "It would be remiss of me not to respond as President on behalf of Members. The Institution has benefitted hugely from Roger's passion, commitment and undoubted skill over many years in his position as Honorary Treasurer. He leaves that position with the Institution in a far healthier financial state than when he started, we thank him for that and I know Members appreciate his efforts and the legacy he has left the Institution.

Signed .....Dated.....

