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AGM2025

ANNUAL GENERAL MEETING

Wednesday 16th July 2025 | 12:00 To 13:15 | Video Conference

MINUTES

Panellists

Sarah Poulter	CIWM CEO	SP
Anna Havard	CIWM Operations	AH
Tim Walker	CIWM President (CIWM Fellow)	TW
John Kutner	Honorary Treasurer (CIWM Fellow)	JK
Jim Oatridge	Chair of Audit Committee	JO

In Attendance

Hamaid Alsubhi	Emma Harris	Wendy Rayner
Jerry Anderson	Michael Harvey	Matt Rice
Aghogho Ateh	Barbara Herridge	Samantha Riggs
Olanrewaju Babarinde	Iain Hollington	Kirstin Roberts
Robin Bispham	Wayne Hubbard	Jenny Robinson
Jane Bond	Richard Hudson	Chris Sedgley
Peter Braithwaite	Vicki Hughes	Malcolm Sharp
Michael Brame	Richard Hulland	Beverley Simonson
Mike Burgess	Enda Kiernan	Emma Simpkin
Alice Burrows	Michael Knott	Duncan Simpson
Max Carnson	Anne Laleman	Christopher Smith
Colin Church	Hannah Lawrie	Steven Smith
John Coates	Katherine Lees	Nicki Souter
Dan Cooke	Mo Ching Gladys Luk	Lesley Swan
Emma Copley	Donata Magrin	Judith Thomas
Robert Couth	Gabriel Mancho	Cherry Thornton
Steve Creed	Terry March	Maxine Townsend
David Daw	Scott Martin	Paul Vanston
Andrew Doran	Tracy Moffatt	Laura Vesty
Trudy Dove	Christopher Moreton	Nicole Walker
John Downer	Anthony Morris	Tim Walker
Jesse Duggal	Nigel Morris	Connor Walsh
Stephanie Everitt	Talha Mushtaq	Cherie Whiteman
Phyllis Fletcher	Trevor Nicoll	Anna Willetts
Sebastian Frost	Andrew Olie	Annemarie Wilshaw
Andrew Gausden	Sadish Oumabady	David Wilson
Raymond Georgeson	Linda Ovens	Liam Wood
Jane Gilbert	Sarah Owen	Lesley Worswick
Neil Glover	Elizabeth Parkes	
Sam Goss	Elizabeth Payne	
Ceri Gwyther	James Perry	
Charles Hardman	Iain Pickles	

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Judith Harper	Gavin Ramsey	

Present

Mark Airey Fawaz Alowadh Robbie Andrews Gitty Ankers Ian Armstrong Michelle Axon Priya Babu David Baillie Helen Boiko Ellie Booth Charene Botha MartinBowling Ella Boyle Robert Brodie Carlie Broomfield Jim Brown Nicola Brydon Howard Button Victoria Chappell Christina Charnley Katie Cockburn Charlotte Davies Sarah Dover	Michael Downey Nigel Dussoye Barry Elder Adam Fitzmaurice Kacie Foskett Paul Gainsford Jonathan Gunn David Harling Claire Harrison Michael Hogan Joseph Kenny Stephen Last Moyra Longstaff Hannah Marshall Moira Mattingley-Nunn Thomas McGrory Ian McKay Chloe McLeod Diana Mesa Francis Nwafor Bob O'Connell Artur Olczyk Nick Palmer	Tamar Pardoe Gaynor Pates Yvonne Pearce Kristy Pink Philip Price Caroline Railston-Brown Craig Royall Layla Shannon Dashmeet Singh Susan Smyth Jonathan Sowerby Georgina Telford Elin Thompson Steve Traviss Kitae Ugbugba Annabelle Warren Matt Waters Richard Wilson

Welcome

David Greenfield (**DG**), CIWM President, officially commenced the CIWM Annual General Meeting 2025 and confirmed with Rebecca Penberthy (**RP**) that the meeting was quorate and Anna Havard (**AH**) explained the technicalities of the AGM.

Notice

DG declared the meeting officially open. Sarah Poulter (**SP**) read the notice of the meeting, which had been circulated to members prior to the AGM.

1. Confirmation of Proxies

SP confirmed a total of 2 proxies had been received and taken as read and that there were no proxies held by a member in the meeting.

2. CIWM Review of 2024 | Trustees' Report | Financial Statements for the year ended 31st December 2024

Report from Honorary Treasurer **DG** invited John Kutner (**JK**), Honorary Treasurer to present the CIWM review, the

Trustee report and consolidated financial statements of 2024.

In 2024, the organisation experienced a steady year with no major changes compared to 2023, continuing to make consistent progress. The one significant development was the acquisition of the Circular Economy Institute (CEI) at the beginning of the year, at a total cost of approximately £250,000. A small loss of around £25,000 was made in the year and that is included in the consolidated results. Significant progress has been made in developing the CEI since its acquisition, with a small loss budgeted for 2025 and a forecasted profit in the future.

While the 2024 budget had been set to show a small surplus, the actual outcome was a much larger surplus of £300,000. This was primarily due to lower-than-expected salary costs, resulting from delays in filling vacancies. With all positions filled, the 2025 budget includes total salary commitments.

In 2024 financial markets improved and the value of our investments rose by over £500,000. Total reserves increased from £6.7m to £7.15m. Markets, particularly in the USA, have been quite volatile in 2025 and the situation at the end of June 2025 was a gain of around £100,000 for the year to date.

In terms of project funding, the trustees had previously decided in 2021 to use part of the reserves each year for specific projects aligned with the charity's objectives, with a total allocation of about £1 million over three years. By the end of 2023, around £965,000 had been allocated. In 2024, this policy was initially put on hold to finance the Circular Economy Institute acquisition and the Digital Transformation Project. The trustees have reviewed their approach and future projects will align with the CIWM strategy and will be proposed by either the Policy & Innovation Forum or the Senior Leadership Team.

The designated funds represent projects approved by the trustees but not yet committed. General funds total nearly £7 million, reflecting a strong institutional position. The budget for 2025 has once again been set to achieve a small surplus, and current forecasts indicate that the organisation is on track to meet this target.

DG draws the attention of the Members to Byelaw 34 of the CIWM Constitution, which states, "The business of the annual general meeting of CIWM shall be to receive and consider the annual report of the General Council and the accounts and to appoint and affix the remuneration of the auditors. All other business transacted at any annual general meeting and all business transacted at an extraordinary general meeting shall be deemed special thus requiring three quarters or more of those voting, whether present or by proxy, to vote in favour of a resolution for it to be passed".

DG invites questions or comments to be submitted using the question box. **AH** confirm no questions have been sent through either live or in advance.

Report from Chair of the Audit Committee

DG invited Jim Oatridge (**JO**), the Chair of the Audit Committee to present the Auditors Report and opinion on the 2024 accounts.

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Over the past 12 months, the CIWM Audit & Risk Committee has continued its oversight of the organisation's financial and risk management processes. The Committee, chaired independently, met formally twice since the last AGM, alongside informal discussions with the Executive team throughout the year. Its primary focus this year included the review of the 2024 financial statements and a report on the accounts presented by Jonathan Aitken, Audit Partner at Moore Kingston Smith.

As part of his presentation, Jonathan also introduced the Committee to the use of Artificial Intelligence (AI) in the audit process. The Committee reviewed CIWM's management accounts from June to March 2025 and received updates on internal controls and risk management processes.

Regarding the 2024 audit, Moore Kingston Smith issued an unqualified audit opinion—an excellent outcome that reflects CIWM's strong financial systems and internal controls. The auditors found no new issues with the accounting or control systems and raised no concerns in their representation letter.

Importantly, the auditors specifically commented that there were no significant weaknesses in CIWM's internal controls and that its financial systems are appropriate for an organisation of its size and complexity. They also confirmed that CIWM is operating as a going concern, with sufficient resources to continue for at least 12 months from the date of the report, a conclusion supported by the organisation's healthy reserves.

The Independent Auditor's Report, which spans pages 34 to 38 of the annual review, confirms that the accounts give a true and fair view of CIWM's affairs, are properly prepared in accordance with UK accounting standards, and comply with relevant legislation.

Throughout the year, work continued to enhance CIWM's internal control systems, in alignment with Charity Commission guidance. The Committee also noted the Board's increased focus on strategic organisational risks, particularly those relating to cybersecurity, which remains a constant concern.

In March, the Committee updated and received Board approval for its terms of reference. It also welcomed a refreshed audit team for the 2024 accounts, providing a new perspective, and endorsed the reappointment of Moore Kingston Smith for the 2025 audit.

In conclusion, the Chair expressed thanks to the finance team and the wider staff at CIWM for their dedication and hard work in achieving such a strong audit outcome. He encouraged the AGM to recognise their efforts and extended his appreciation to the Committee members for their support over the past year.

DG asked if there were any follow-up questions.

AH reads the question.

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Question 1: Why is CIWM resistant to changing its auditors as is good practice?

A common question at AGMs is whether we should keep the same auditors or change them. Moore Kingston Smith, our current auditors, regularly rotate the team working on our audit. This means new people review the accounts each year, which helps keep things fresh and independent.

While changing audit firms can be considered from time to time, the cost of switching is usually much higher than the actual audit fees, and any financial savings are likely to be minimal. More importantly, the quality of the audit matters just as much as the cost. The Audit Committee finds Moore Kingston Smith's audit to be of high quality.
Also, the senior partner overseeing our audit, Jonathan Aitken, is only in his second year, which brings a new perspective as well. Overall, the current process includes enough change and review to ensure we are doing things properly, and the Committee supports keeping Moore Kingston Smith as our auditors.

Question 2: How are CIWM preparing for the updated charities SORP?

The Charity SORP (Statement of Recommended Practice) is changing, and CIWM has already had detailed discussions with its auditors about the impact. A decision hasn't yet been made on whether the new SORP will be applied to the 2025 accounts or from 2026 onwards.

As part of the decision process, the auditors are preparing a paper outlining the required changes, ensuring the organisation is well prepared. The changes are not expected to be major or require significant additional work. For clarity, SORP refers to the guidelines on how charities should prepare and present their annual reports, issued by accounting bodies such as the Institute of Chartered Accountants.

Vote on Resolution 1
DG asks for a proposer and seconder for the meeting to receive the Trustees report and the financial statements.

Paul Vanston is the proposer, and **Elizabeth Payne** is the seconder.

DG asks for the approval of the meeting for the following resolutions by poll.

Resolution 1: That the CIWM Review of 2024, Trustees' Report and Financial Statements for the year ended 31 December 2024 be received.

For: **104 votes**
Against: **0**

DG declares the resolution is carried.

3. Appointment of Auditors

DG asks for a proposer and seconder for the meeting to approve the appointment of the auditors.

Phyllis Fletcher is the proposer, and **Stephen Didsbury** is the seconder.

Resolution 2: That Moore Kingston Smith LLP be appointed as the Institution's Auditors for the accounting year ended 31 December 2025 at such remuneration as shall be agreed by the Trustees of the Institution's General Council.

For: 94
Against: 0

AH reveals that no votes for Against have come through, and the full tally of results will be included in the AGM Minutes.

Question – Why is there no button to show that a member has abstained from the vote?
JK answered that if you don't vote it is automatically counted as an abstain. The staff team can see the number of people who are in the meeting and eligible to vote but decide not to so we can monitor abstentions, but it is not required and not common practice to report these or consider them in determining if a vote has passed.

DG declares the resolution is carried.

4. Resolutions related to the Volunteer Strategy

DG invited **Vicki Hughes (VH)** CIWM Senior Vice President and Chair of the Volunteer Strategy Steering Group and **John Kutner (JK)**, CIWM Honorary Treasurer and Chair of the Constitution Committee, to address the meeting to outline item 4.

VH outlined the background to the resolutions proposed related to the volunteer strategy.

In 2022, responding to feedback from volunteers and members, we established the Volunteer Strategy Steering Group. The remit of the group was to update our approach to volunteering to enhance the experience for volunteers and support volunteers to deliver even more value for members.

In May 2024 this resulted in the publication of our volunteer strategy which aims to

- Provide more volunteering opportunities for members to contribute to the ongoing success of our organisation.
- Empower our volunteer community to achieve our collective ambitions together.
- Support volunteers to realise their goals by ensuring they have the resources, skills and authority they need, and that they can see the tangible difference their efforts achieve.

The strategy was developed in consultation with volunteers, including Centre Councils, and with members.

CIWM have already delivered many changes outlined in the strategy including providing greater volunteer recognition through the new volunteer spotlight in Circular, created new volunteer opportunities through the Early Careers Presidential Team, updated guidance for volunteers and provided new ways for Centre Councils to collaborate. We are also planning additional ways to promote and celebrate volunteers and new training for volunteers which we will be consulting on later this year.

To implement some elements of the strategy we need to make changes to the constitution, the CIWM governing document, which sets out how we deliver some aspects of CIWM.

The changes were outlined in detail in the papers provided and include –

- Changes to terminology to modernise and simplify the language we use for some volunteer groups and roles including renaming Centre Councils to Regional Committees and changing Honorary Centre Secretary to Regional Coordinator
- Removing some administrative activities from Centre Councils so they can focus on delivering those activities that members value the most and which most volunteers want to focus on this. This includes making Centre Annual General Meetings optional and removing many of the requirements regarding what Centre AGMs need to include
- Recognising the contribution that all Centre Volunteers make by allowing those that sit on a Centre Council to vote in any Centre Council decisions regardless of membership grade

We have also taken the opportunity to propose that any remaining gendered language in the Regulations are replaced with neutral language in line with our EDI commitments.

DG then asked **JK** to explain the specific changes to the constitution in more detail.

JK outlined how the resolutions have been structured. In order to allow members as much flexibility as possible to only vote for those proposals they support we have divided the points outlined by VH into ten separate resolutions numbered 3 to 12.

This means, for example, members can support the proposal to rename Centre Councils, which is resolution11, but can vote against the option to rename the Honorary Centre Secretary which is resolution 5. In this example, assuming this was the outcome of the vote, the result would be that the title would become Honorary Regional Secretary.

The name change of Centres is almost at the end, this is so that all preceding resolutions apply to existing names and the last resolution would change the names.

All resolutions under this item 4 are regarded as extraordinary in the constitution and therefore require support of 75% of those who vote in order to pass.

All resolutions have been proposed by Vicki and seconded by myself.

DG then invited general questions on the proposals

Question 1 – Is regional to be used for the devolved nations and Republic of Ireland?
JK outlined that the devolved nations and Republic of Ireland will be able to style themselves as 'CIWM [name]', e.g. CIWM Wales, CIWM Scotland but will collectively be known as 'Regions'. This is to ensure that Regional Committees in the devolved nations and the Republic of Ireland can identify as representing members in a country and to reflect the work they do with their respective governments. This change reflects feedback from members in these countries. These details will be set out in a Practice Direction which will be created in due course.

DG then invited **JK** to outline each proposal one by one, providing a brief explanation as outlined in the resolutions document provided and then questions to be taken on each resolution, followed by the vote on that resolution.

JK then outlined each resolution as set out in the supporting paper 'Document 1 - Background to the proposed constitution changes 2025' and after each resolution invited questions.

Resolution 3: Centre Council Roles
No questions

For: **90**
Against: **0**

DG declares the resolution is carried.

Resolution 4: Number of Elected Centre Councillors
Question - If this is supported can Centre Councils immediately increase councillor numbers or do they need to wait for the next election cycle?
JK responded to confirm that centres can't elect new Centre Councillors but could fill the additional seats as casual vacancies.

For: **87**
Against: **0**

DG declares the resolution is carried.

Resolution 5: Honorary Centre Secretary.
Question – In the future can the full resolution be included in the poll question on the system?
JK confirmed that this will be reviewed for future AGMs.

For: 83
Against: 0

DG declares the resolution is carried.

Resolution 6: Honorary Centre Treasurer

For: 84
Against: 2

DG declares the resolution is carried.

Resolution 7: Remove the member audit requirements from Centre Councils Accounts
Question – When will this take affect and can Centres still choose to do this audit?
JK confirmed that it will take affect immediately so there will be no need for Centres to audit their 2025 accounts but that Centres can choose to do this if they wish but may find it difficult with the centralised accounting set up that we now have for Centres.

Question – Why have you removed the word Honorary?
JK confirmed that this is to modernise the language and most organisations have now removed the use of this term.

For: 59
Against: 1

DG declares the resolution is carried.

Resolution 8: Minor changes to the administration of Centres
Question – If there is no AGM how will the Centre Councillor election take place?
JK confirmed that the elections don't actually take place at the current AGMs they happen online in advance and then are declared at the AGM. The voting process won't changed but the result will be reported via email rather than at an AGM.

For: 70
Against: 2
Abstained:

DG declares the resolution is carried.

Resolution 9: Appointment of Co-opted Centre Councillors
Question – The previous vote appeared to remove co-opted Centre Councillors so is this valid?
JK confirmed that although we won't use the term co-opted going forward the Centre will be able to appoint Centre Councillors into non-elected posts and those posts will not have a term limit.

For: 72

Against: 1
Abstained:

DG declares the resolution is carried.

Resolution 10: Voting Rights
No questions

For: 59
Against: 6
Abstained:

DG declares the resolution is carried.

Resolution 11: Naming of Centres, Centre Councils and Councillors
No questions

For: 61
Against: 2
Abstained:

DG declares the resolution is carried.

Resolution 12: Gendered Language
No questions

For: 59
Against: 5
Abstained:

DG declares the resolution is carried.

5. Vote of Thanks

DG shared that Ray Georgeson (RG) was due to propose the vote of thanks but unfortunately, due to the late running of the AGM, had to leave to go to a separate meeting. **DG** read the vote of thanks out on **RG's** behalf.

I am delighted to be able to give the vote of thanks this year and to thank the President and the CIWM for the opportunity to address the meeting and to add my reflections on the success of 2024.

2024 provided another year of growth for CIWM, not only with the growth of our core membership in the waste and resources sector but also with the acquisition of the Circular Economy Institute. To see our profession continue to expand its influence globally and more actively facilitate the move toward a more Circular Economy is an exciting and important step in our evolution. At home, CIWM has been a trusted and influential voice in the policy development and delivery which is progressing in all four jurisdictions of the United Kingdom.

This strengthening of our voice as members and our reach as a professional membership body, is only made possible by our collective ambitions being delivered through the commitment of the staff team and extensive volunteer community, including our Centres, Trustee board and Committees. I would like to thank all of you for the work you have done this year and to acknowledge and celebrate the work of each of our members whose day-to-day professionalism makes it very satisfying and worthwhile to be part of our professional institution - our own community.

Thank you everyone.

DG thanked Ray in his absence and added his thanks to members for the work they do.

6. Close of Meeting

DG Declares there is no further business in the AGM and that the meeting is closed.