

Minutes of the Institute of Directors (IoD) Annual General Meeting
 Held on Tuesday 12 September 2023 at 16:00, 116 Pall Mall and via Zoom

Presenters:

Patrick Macdonald	Chair, IoD Board
David Langworth	Chair, IoD Council
Jon Geldart	Director General
Kate Cooper	Director of Finance

In Attendance

Kristina Lewis	Institute Secretary
Lorraine Mullings	Assistant Institute Secretary

1. Chair of the Institute Welcome

- 1.1 The Chair, Patrick Macdonald, welcomed all members to the Annual General Meeting and thanked them for their attendance and support.
- 1.2 The members of the panel were introduced and the Institute Secretary was thanked for her support.
- 1.3 The Chair outlined the format of the AGM. It would be held in three parts:
 - i. Update on the previous year
 - ii. Formal business of the meeting
 - iii. Moderated Q&A session
- 1.4 The Chair updated that though there had been progress with the Institute’s financial health there were still concerns, including the effects of the Covid pandemic, the conflict in Ukraine and the cost-of-living crisis.
- 1.5 The Chair was pleased to report that despite these concerns the IoD continued to progress and modernise. More work had been carried out to futureproof the organisation to ensure that it could continue to operate in a more digital and dynamic environment.
- 1.6 The IoD brand had been refreshed and the new IoD website was launched. The launch of the Digital Academy had received positive feedback from both IoD members and non-members. This progress was bolstered by the increase of over 10k followers on LinkedIn and the progress made on the provision of over 400 professional development training programmes.
- 1.7 The renovation work that had been carried out at 116 Pall Mall was also reported on. The Chair was pleased to announce that there had been an increase in footfall to the building and positive feedback on the high level of customer service was received.
- 1.8 The establishment of the IoD’s National Sustainability Taskforce was noted, and its members were thanked for their contributions and insight to help the IoD move closer towards achieving Net Zero.
- 1.9 The Chair reflected on some of the other key achievements, including the lobbying of the UK Government to discard its plans to increase National Insurance tax and using the findings from the Commission report led by Lord Shinkwin ‘The future of inclusive business: harnessing diverse talent for success’ on the future of business to encourage diversity.
- 1.10 Although there had been a net financial loss for the IoD in 2022, the Chair provided assurance that the IoD had delivered a positive underlying surplus, and that the outlook for 2023 was looking more positive. The Institute had welcomed the arrival of the new Director of Finance, Kate Cooper who joined in March 2023.
- 1.11 The Chair thanked the members of the Board for their time and contribution, for their continues support in setting the direction and strategy for the organisation, and in holding the executive to account.
- 1.12 The Chair conveyed his thanks to the following members who had rotated off in 2022:

- Dr Suzy Walton, Non-executive Director and Chair of the Accreditation and Standards Committee
- Esther Teeken, Executive Board Member, Chief Operations Officer
- Anita Bernie, Non-executive Director
- Jean Church MBE, Senior Independent Council Member and Council Chair

1.13 The Chair thanked David Langworth, the current Chair of Council, for his support and shared vision for the IoD. Julia Marsh and Dr Beth Ahlering were welcomed as Non-executive Directors to the Board. Their experience in higher education would be valuable for the continued work on professional development and the delivery of world class training.

1.14 The Chair showed appreciation to the Management Team and the IoD team as a whole for its continued hard work. The volunteer network was also thanked for its support.

1.15 In closing, the Chair stated that the IoD's objects as directed by the Royal Charter, remained as relevant as it did when published 120 years ago. The Chair was confident that the IoD remained dedicated to the service of UK business and that the organisation was working hard to benefit its members.

2. Director General's Strategic Update

2.1 The Director General was pleased to report on the progress that had been made since 2022.

2.2 The building at 116 Pall Mall had continued to be closed at the start of 2022, because of the Covid pandemic. The business was also affected by the Ukraine conflict. At this point the decision had been to withdraw operations from Russia. Although this has had a negative financial impact and had affected membership numbers, it was seen as the right decision.

2.3 The Director General advised of the investments in the IoD brand and systems and carrying out renovations on the building during the financial year. This step was taken to futureproof the organisation.

2.4 The attendees noted an update on membership, the aim was to keep the membership number above the 18k threshold. The mix of member had improved, the average age of new members was 47 and 33% of the membership identified as female.

2.5 It was noted that there were 100 qualified Chartered Directors in 2022 and the course continued to create new graduates. The commitment to continued professional development was evident following the launch of a new Environmental, Social and Corporate Governance (ESG) course in partnership with Ireland.

2.6 The Director General pledged to ensure that Directors' voices continued to be heard. Although there was uncertainty about the timing of the next general election, the DG stressed the importance of representing Directors in the UK and internationally. The Director General had regular meetings with the Government and hoped that this would continue.

2.7 The Director General thanked all members for their support.

3. Council Report

3.1 David Langworth, Council Chair and Senior Independent Council Member (SICM) was welcomed to the meeting.

3.2 The SICM stated that this was his first AGM as incoming Council Chair and thanked the previous Chair, Jean Church MBE for her leadership.

3.3 The attendees noted Council's priorities and responsibilities. These included being responsible for appointing Non-executive Directors to the IoD Board, holding the Board to account on the delivery of the Charter Objects and monitoring the levels of stakeholder engagement.

3.4 The SICM provided details about the composition of the Council and noted the diverse representation from different industries and sectors. The current number of Council members was due to change at the end of the AGM, as three members were due to step down. The SICM extended thanks to Brian Hall, Rick Denton and Paul Terrington CBE who were rotating off the Council. A recruitment campaign would be launched for the recruitment of Council members.

3.5 The SICM thanked the members and noted his positive outlook for a new era for the IoD.

4. Formal AGM Business

4.1 The Chair confirmed that there were three resolutions that needed to be addressed. They would be covered in the order appearing on the AGM notice.

Resolution 1

4.2 That the minutes of the Annual General Meeting held on Wednesday 5 July 2022 be received and approved.

4.3 Resolution 1 was passed.

Resolution 2

4.4 That the Annual Report and Accounts for the year ended 31 December 2022 be received and considered.

4.5 Resolution 2 was passed.

Resolution 3

4.6 That RSM UK LLP be reappointed as external auditors of the Institute until the conclusion of the 2024 Annual General Meeting of the Institute.

4.7 Resolution 3 was passed.

5. Questions & Answers

5.1 The Chair and Director General opened the Q&A session. The Members extended questions on Membership, Professional Development, IoD Strategy and KPIs.

5.2 It was noted that there were 18,220 members as at 31 December 2022. At the end of August 2023 there were 18,089 members. Of these members there was a higher percentage of full members. Between 17% and 21% of the members identified as female.

5.3 The Director General stated that membership numbers could be maintained by increasing the focus on the value of IoD membership. The provision of places for members to use would be of benefit. Plans were in place to increase the IoD's digital presence, with the introduction of schemes such as an online purchasing option that would make it easier for members to pay for their membership subscriptions. Work would be done to reach out to the 81,736 IoD followers on LinkedIn to encourage them to join the IoD instead of just following it.

5.4 Improved education on issues such as the introduction of AI and the potential impact on businesses would help members feel more aware of key issues and available support.

5.5 Access to increased and continuous provision of continuous professional development courses was identified as an incentive for Chartered Directors to encourage them to continue their membership. There could be opportunities for Chartered Directors to be approached to explore more ways of adding value to the membership. For example, by raising awareness of their journey to achieve the Chartered Director status.

5.6 It was noted that a project to refresh the professional development courses had commenced. Two of the newly appointed Board members would be involved in the project.

5.7 One of the main IoD priorities was to increase the financial resilience of the organisation. It was also important to ensure that the cash reserves were in a good position.

6. Close

6.1 The Chair thanked all for their support and closed the meeting.