

# THE CHARTERED INSTITUTION OF HIGHWAYS AND TRANSPORTATION

## ANNUAL GENERAL MEETING

Minutes of the tenth Annual General Meeting held virtually on 24th June 2020. The meeting started at 16.00hrs.

The President Martin Tugwell took the chair, explained how the virtual AGM would be run and it was confirmed that the meeting was quorate.

NOTICE: The Notice convening the meeting was taken as read.

MINUTES: The Minutes of the ninth Annual General Meeting of CIHT held on 19th June 2019 were approved. The motion to approve the minutes, proposed by Neil Johnstone and seconded by Bert Bailie, was carried unanimously.

REPORT: The President confirmed that the Annual report and accounts had been available on the website from 26th May 2020 and highlighted that a foreword has been added to the report this year on how the Institution has responded to the Covid-19 pandemic. The President proposed acceptance of the Report. Deborah Sims seconded the motion which was agreed unanimously.

ACCOUNTS: Sue Sharland, Honorary Treasurer, reported on the Annual Accounts for 2019. She informed members that it had been a positive financial year with the Group reporting an annual surplus of £174k, £133k above the comparative figure for 2018. The investment position was a significant contributor for this performance. The Institution remains in a robust financial position and maintains a balance of reserves that exceeds the minimum requirement to cover four months operating expenditure. The external audit was carried out and no significant issues were found, resulting in an unqualified audit. Sayer Vincent sought to review the position of CIHT in the context of the Covid-19 pandemic and the prospective position of the Institution going forward. Having reviewed the projected budget impact and the underlying assumptions in 2020, the auditors confirmed their support for the Trustees' assumption that it is correct to prepare the Accounts on an ongoing basis. The Covid-19 situation remains an issue and will continue to be monitored by the Trustees and the executive. The Honorary Treasurer proposed the Accounts be adopted. This was seconded by Gill Foster. The motion was carried unanimously.

AUDITORS: The President proposed that Sayer Vincent be reappointed as CIHT's Auditors. Nick Hopcraft seconded this motion which was carried unanimously.

OFFICERS: The President invited Matthew Lugg, Immediate Past President, to introduce this item.

Matthew Lugg reported that, as per Sue Percy's email to Council on 05 June, having stability in terms of the CIHT leadership team is going to be critical for the remainder of this year and into 2021. We will be facing some very testing times (and decisions) ahead and changing the President and Chair in June does not seem the sensible thing to do. This proposition was tested, initially with the Presidential team - Martin, Deborah, Neil and immediate past president Matthew, and then with the whole Board

of Trustees and Council. All are unanimously supportive of the need for continuity at this time and believe this would be in the best interests of CIHT and is the right thing to do given these unprecedented times and the level of uncertainty we are facing. The proposal is therefore that Martin is elected at this AGM for a further one-year term as President and Chair of the Board. This would mean Deborah would take on the Presidential role in June 2021, with Neil becoming President in 2022. Matthew would also continue on the Board of Trustees for a further year as immediate past president. Martin and the rest of the presidential team have confirmed they are willing to take on an additional year in their respective roles. In governance terms this is exceptional and permissible. This is a one-off proposal in response to this unprecedented situation we all find ourselves in. In addition, this would mean we could introduce the new governance arrangements from June 2021, subject of course, to the AGM decisions on the governance resolutions. The President announced that Council had elected the following to serve as Honorary Officers for 2020-21:

<b><i>Martin Tugwell</i></b>	President
<b><i>Deborah Sims</i></b>	Senior Vice President
<b><i>Neil Johnstone</i></b>	Vice President
<b><i>Sue Sharland</i></b>	Honorary Treasurer

The AGM confirmed the recommendation to appoint the Honorary Officers as seconded by Council. The motion was carried unanimously.

ELECTION OF COUNCIL MEMBERS: Peter Dickinson, Chief Scrutineer, presented his report via a pre-recorded video. An online ballot had been conducted once again through specialist company Mi-Voice. The results of the election for Ordinary Members were as follows:

1,081 valid votes were cast (1,076 online and 5 postal returns). In alphabetical order, the following candidates were duly elected to serve on the Council for the next three years:

- Andrew Boyle***
- Jo Field***
- Gill Foster***
- Simon Hindshaw***
- Tim Speed***

Four candidates stood in the Regional elections this year, and the following four were elected:

<b><i>Mike O'Dowd-Jones</i></b>	CIHT South West
<b><i>Russell Henderson</i></b>	CIHT Scotland
<b><i>Matthew Steele</i></b>	CIHT Republic of Ireland

The report confirmed that Mi-Voice had been instructed to destroy the ballot papers.

The President congratulated those successfully elected.

GOVERNANCE REVIEW: Council received the report from the Trustees on the governance review. Sue Sharland provided the report via a pre-recorded video, which outlined the background, the aims and membership of the review group, the areas of focus, and the recommended changes in the Royal Charter, Byelaws and Standing Orders. In summary, the key recommendations are:

R1. Split Presidential role into President and Chair of the Board (changes Charter and Bye Laws and Standing Orders)

R2. Introduce a Nominations Panel (changes to Standing Orders)

R3. Greater number of Young Professionals involved through Board of Trustees and Council (changes to Standing Orders)

R4. Increase numbers of members on Council (changes to Charter and Bye Laws and Standing Orders)

R5. Hold 3 full day Council meetings per year with one outside London

R6. Disband EACSB and split MSSB into 2 Boards – education/qualifications and Membership/member services (changes to Standing Orders)

R7. Provision to two appoint up to two non-members Trustees to the BoT to fill gaps identified by the Nominations Panel (changes to Charter and Bye Laws and Standing Orders)

R8. Reduce number of supporters from 8 to 4 for members standing for Council (changes to Charter and Byelaws)

R9. Extend Voting Rights to Associates, graduates, Apprentices and Part Time Students (changes to Charter and Bye Laws)

The President proposed that the AGM confirm the recommendation to approve the amendments to the Royal Charter. Matthew Lugg seconded this motion which was carried unanimously.

The President proposed that the AGM confirm the recommendation to approve the amendments to the Byelaws. Ginny Clarke seconded this motion which was carried unanimously.

The President provided an overview of his work during his term and what the challenges lying ahead are via a pre-recorded video.

There being no matters of any other business, the President declared the meeting closed at 17:10.