

AGM minutes

THE INSTITUTION OF CHEMICAL ENGINEERS

Minutes of the One Hundredth Annual General Meeting

The ONE HUNDREDTH Annual General Meeting of The Institution of Chemical Engineers was held as a fully virtual meeting on 14 June 2022.

PRESENT:

In addition to Ms L J Cutler (President) in the Chair, Professor I D L Bogle (Deputy President), Mr I J Martin (Honorary Treasurer) and Mr J L Prichard (Chief Executive), 52 Voting members of the Institution attended the meeting. 6 non-Voting members and 9 non-members were also in attendance

APOLOGIES for absence were received from three members (a further 47 members registered but did not join the meeting).

NOTICE:

The President welcomed all members to the One Hundredth Annual General Meeting, introduced those on the 'virtual' platform, declared a quorum present and the meeting formally open at 08:05. The Chief Executive then read the notice convening the meeting.

DEATHS:

Members observed a minute's silence as a mark of respect for those members whose deaths had been recorded during the period 1 June 2021 and 31 May 2022. Particular mention was made of two of the Institution's Past Presidents, Professor John Bridgwater and Dr Brian Street, who had both passed away during the previous 12 months.

MINUTES:

The motion was proposed by Professor Stephen Richardson that the minutes of the Ninety Ninth Annual General Meeting held on 14 June 2021 and published in the April 2022 issue of *The Chemical Engineer*, should be noted as a correct record of the meeting. This was seconded by Ms Alexandra Meldrum before being put to the vote. The motion was carried (23 votes in support; 0 against; 1 abstention) and the President confirmed that the minutes were duly approved as a correct record.

ANNUAL REVIEW:

Reflecting on the Annual Review, the President was delighted with IChemE's achievements during what had proved to be another challenging year, with Covid restrictions remaining throughout much of the year necessitating a continuation of the virtual operations commenced in 2020. She was proud of IChemE's progress and ability to continue to deliver on the ambitious targets that had been included within Strategy 2024, and was excited by the steps taken towards supporting members regardless of their location through the delivery of many virtual activities and the expansion of online resources. The breadth of virtual activity and resources highlighted how important the Institution's investment in digital solutions had been.

A number of long-running business change programmes had been concluded during the year which would provide the foundation for the Institution's future success. One example had been the simplifying and broadening of the qualifications processes to ensure that the Institution could welcome into membership chemical engineers working in fields beyond those traditionally associated with the profession. Another completed programme had seen the implementation of a number of technical solutions in order to update and upgrade the Institution's information systems. These changes would underpin the Institution's ability in the future to provide targeted and focused knowledge products and services to those who needed them most, whether it was members engaged in reducing society's impact on the planet or those improving the health and wellbeing of the global population.

IChemE had attended the COP26 conference in Glasgow in November and had participated in the critical debate on how action on global climate change could be accelerated. This topic would remain a priority for IChemE into the future.

At the beginning of 2021 the Institution had received a generous donation from Past President, Ian Shott. This donation had been made in order to help IChemE promote the role that every chemical engineer can play in delivering sustainable solutions to societal challenges, as described in the UN Sustainable Development Goals. The IChemE Sustainability Hub had been developed as a result of that donation, providing free training modules for all members.

The President expressed her gratitude to the dedicated and enthusiastic volunteers whose contributions were critical to the success of IChemE. Without their expert skills supporting other members and the sharing of their knowledge for the benefit of society, 100 years of chemical engineering would not have been achieved.

Plans had been finalised towards the end of 2021 for marking the Institution's centenary

in 2022 and the President encouraged members to join in some of the activities taking place throughout the year to celebrate the immense contribution that the chemical engineering profession had made, and would continue to make, to serve society.

Finally, the President reported that Jon Prichard had announced that he would be standing down from the role of Chief Executive after five and a half years. The Institution had made much progress during his tenure and she thanked him for his contribution.

TRUSTEES REPORT & FINANCIAL STATEMENTS

Ms Cutler then invited Mr Martin to read the Auditor's Report and present the Trustees Report & Financial Statements for the year ended 31 December 2021.

The Honorary Treasurer opened by reporting that the remote environment, brought about when the Institution had adjusted its operations in 2020, had continued during 2021. The Institution had, however, kept to its strategy and continued to invest in IT infrastructure and other strategic initiatives. There had been a significant increase in webinars and other training and commercial activity, while income from training and publications had recovered particularly strongly towards the back end of the year.

Mr Martin confirmed that the accounts had been put together in accordance with the UK Accounting Standards. The accounts and the internal controls in place had been scrutinised and verified by the Institution's independent auditors, RSM, and had been given a clean bill of health with no audit or accounting issues identified. That had been particularly encouraging given the change to the finance business systems undertaken in 2021, which the auditors had noted had been implemented unusually well and had been given a thorough review. He thanked the Finance & Business Support Director for once again achieving a good audit report.

While the accounts and notes were presented in significant depth in the annual report, the Honorary Treasurer focused on a number of key points.

It had been a significantly more positive year financially than had been anticipated, with a net income of £1.26m. Although this figure included some one-off items, the overall picture was one of controlled costs, a recovery in training activity and a relatively strong investment performance.

Turning to reserves, the Honorary Treasurer explained that they were complicated by both the pension deficit and restrictions placed on certain legacy income as well as the Institution's wish to separate funds for specific purposes into designated funds.

Over the previous three years, some of the Institution's reserves had been deliberately allocated to spend on upgrading the IT infrastructure and that continued to be drawn down during 2021 from the designated fund for that purpose. The IT project had now entered Phase 2 which would be focussed on enhancing and delivering value to members and would run through 2022-2023.

In relation to pension obligations, specifically related to the closed Defined Benefit Scheme, the triennial valuation had showed that the existing recovery plan was falling behind the target. An increase in contributions had been agreed with the Pension Trustees and the Honorary Treasurer was grateful for their support as the Institution sought to balance the existing funding obligations to the pension fund while ensuring it was able to fully achieve its aims as a charity to its members and to society.

The level of unrestricted reserves freely available at year end stood at £6.56m, an increase of £1.2m compared to the end of 2020. This was in excess of reserves policy which currently aimed at minimum reserves of £3.7m. The Trustee Board had considered the level of reserves held at year end and considered them to be sufficient to protect the Institution from the risk of insolvency or serious disruption to its work.

In closing, the Honorary Treasurer confirmed that the Institution remained financially healthy despite the uncertainty over the previous two years. It had continued to invest to support delivery of its strategy and member benefits, and was in a position to continue this trend into the future, despite the uncertainties of rising inflation and the conflict in eastern Europe.

He thanked the Institution's Finance & Business Director for her support over the previous four years and wished David Edwards success as he took over the role of Honorary Treasurer.

APPOINTMENT OF AUDITORS:

The motion was proposed by Mrs Andrea Hosey that RSM (UK) should be re-appointed as the Institution's auditors for the next session, and also that the Board of Trustees should be authorised to determine the Auditor's remuneration for the year ended 31 December 2022. This was seconded by Dr Rob Best before being put to the vote. The motion was carried (28 for; 0 against; 0 abstentions) and the President confirmed that RSM UK Audit LLP would be duly appointed as the Institution's auditors for the next session and that the Board of Trustees were authorised to determine the Auditor's remuneration.

ELECTION OF HONORARY OFFICERS AND BOARD OF TRUSTEES:

The Chief Executive reported that three vacancies had been announced in the call for nominations: the roles of Deputy President, Honorary Treasurer, and Regional member (Ordinary Member).

Two eligible nominations had been received for the role of Regional member (Ordinary Member). Only one eligible nomination had been received for the roles of Deputy President and Honorary Treasurer. The Nominations Committee had considered the applicants' applications against the person specifications set out in the role profiles and confirmed that all candidates satisfied the requirements.

While a ballot had not been necessary for the Deputy President and Honorary Treasurer positions, a ballot of the Voting Members had been held for the Regional member (Ordinary Member) vacancy. The turnout in the election had been 7.8% and the results were declared as follows: Raffaella Ocone (531 votes), Roger Kilburn (418 votes).

The Chief Executive then announced the confirmed Trustee appointments for the 2022/2023 year

PRESIDENT: Professor I D L Bogle; **DEPUTY PRESIDENT:** Mr J N Hirst; **HONORARY TREASURER:** Professor D Edwards; **PAST PRESIDENT:** Ms L J Cutler; **ORDINARY MEMBERS OF COUNCIL:** Mrs M D Isles-Ahite; Mr D M Sutton; Mrs W J Wilson; **CO-OPTED MEMBERS:** Dr R J Best (Vice President – Qualifications); Ms A Meldrum (Vice President – Learned Society); Mrs A Hosey (Vice President – Member Engagement); Mr R Tucker, Professor R Ocone.

Finally, the Chief Executive announced the results of the election held for the vacant seat on Congress:

Early Career representatives (2 seats): G Campos Balzat, J Hill were elected.

ANNUAL REPORT OF IChEME CONGRESS:

The President invited the Chair of Congress, Mr J N Hirst, to introduce the annual report of Congress activities.

Mr Hirst reported Congress had held four virtual sessions during the past year, with discussions covering a diverse range of topics including what influence the Institution had, engineering ethics, as well as spending time analysing the survey of lapsed members. One topic which had generated significant discussion was the impact of the new Membership Application Process and had encouraged ongoing work to streamline and improve systems in the area.

Congress had robustly represented members' views, proposing practical suggestions for action and improvement, and the Trustees had been receptive to ideas and comments put forward. 'Real world' feedback from members, for instance in the operation of the new membership process, had been invaluable in determining ways to improve the member experience.

Following the fourth Congress elections, Mr Hirst was pleased to welcome the nine new members which had taken the total Congress membership to 28 out of 40 available seats. The first intake of Congress members had reached the end of their three-year term and he was pleased to confirm that several had opted to stand again for a second term. The interest in Congress of members in the early stages of their careers was particularly heartening.

An important part of Congress's role was to assess and report on the Institution's business strategy and accounts. Congress commended the work of the Trustees and the management team in controlling and developing a viable business strategy to take the Institution through the next years.

Mr Hirst added that Congress would not be able to function without the wholehearted backing of the staff at Rugby and he was pleased to report that the focus on supporting members had continued.

Finally Mr Hirst remarked that, as he stepped down as the inaugural Chair of Congress, it had been a privilege to serve IChEME in this way and encouraged all members to get involved to ensure that the 'voice of the membership' was heard in a balanced and professional manner.

QUESTIONS ARISING FROM THE ANNUAL REVIEW, FINANCIAL STATEMENTS OR CONGRESS REPORT:

The President then asked for members' questions arising from the Annual Review, financial statements or report of Congress.

Mr Keith Plumb (F) wished to thank the Honorary Treasurer for his good work over the past four years. This was endorsed by the President.

Responding to a request from Mr Keith Plumb (F) for more details on the progress of the

IT Transformation project, the Chief Executive reported that the aim over the previous 18 months had been to bed in a database which would underpin many of the applications that had already been rolled out as well as those further upgrades that would be rolled out in the near future. The move to a new database had not been an easy task because the Institution had previously operated four different databases related to different currencies. The move from the four databases to a single database had been completed in March last year. The Institution had chosen the 'Minimum Viable Product' in order to provide a solid foundation which could be reliably built on. At the same time the Institution had been reviewing its qualifications processes and had moved to a three-stage process in the qualifications space.

Overall stage one of the IT Transformation project had been to create a strong foundation and this was the data warehouse where common data could be stored. The current stage, stage two, involved building on the processes that would allow the Institution to move over the next 18 months towards a more tailored approach to individual membership preferences. This had ensured that the Institution was general data protection regulation compliant while at the same time allowing the flexibility to refine the communications and services offered to members on an individual basis.

The President thanked Mr Plumb for his question. No further questions were raised.

DECLARATION RESULTS OF THE POLL ON THE SPECIAL RESOLUTIONS:

The Chief Executive declared the results of the poll taken ahead of the meeting in relation to the proposed amendments to the By-laws as follows:

Special Resolution 1 : Changes to By-Laws

Votes in favour : 704 (87.6% of votes cast)

Votes against : 40 (5% of votes cast)

Abstentions : 60 (7.4% of votes cast)

The Chief Executive confirmed that the resolution had received a clear majority exceeding two-thirds of the votes cast, and subsequently declared the resolution was duly carried.

FORMAL HANDOVER:

Ms Cutler thanked all IChEME members for their support throughout her term in office. It had been an honour to serve as President and she wished Professor Bogle well as he took over the role of leading the Institution. Professor Bogle then received the Chain of Office and Ms Cutler congratulated him on becoming IChEME's 81st President.

Professor Bogle presented Ms Cutler with the Past President's Medal as a mark of appreciation for the outstanding contribution made by her to the Institution.

VOTE OF THANKS:

Professor Bogle called on Professor Geoff Maitland who proposed a vote of thanks to the Past President, Honorary Officers, retiring members of the Board of Trustees and retiring members of Congress.

On behalf of IChEME's members, he expressed gratitude for the hard work and dedication of the Past President, Honorary Officers, and retiring members of both the Board of Trustees and Congress.

In particular Professor Maitland wished to thank Professor Stephen Richardson as he stepped down from the Board having completed his term as Immediate Past President as well as serving as President over 18 months. He also wished to formally record the Institution's thanks to Iain Martin for his sterling work as Honorary Treasurer for the past four years, as well as in his prior four-year term as an ordinary Trustee. In addition, two regional Board members were retiring: Dr Jane Atkinson who had served as Chair of the UK Board since 2015, and Professor Peter Ashman as he completed his two-year term as Chair of the Board of IChEME in Australia.

A final mention was made of Mr Nigel Hirst who was retiring from Congress where he had served as Chair since its establishment in 2018, but who would now be taking on the role of Deputy President.

In concluding, Professor Maitland stressed that the generosity with which Trustees and members of Congress or volunteers gave of their time and effort to safeguard the Institution and ensure it delivered the objects set out in its Royal Charter should never be overlooked. He wished those retiring from office the joy of discovering other things to do with their rediscovered time; and to those who would be continuing in office or assuming a new office, he wished them every success in building still further on the achievements of the Institution.

CLOSURE:

The President, Professor I D L Bogle, declared the meeting closed at 08:43.