



CHARTERED INSTITUTE  
OF PUBLIC RELATIONS

# **Annual General Meeting**

**of the Chartered Institute of Public Relations**

**Wednesday 10 July 2024, by Zoom**

## **AGENDA**

- 17.00** Welcome – President, Rachael Clamp
- 17.05** Guest Speaker – Caitlin Moran, journalist, broadcaster, and author at The Times
- 17.25** Q&A with Caitlin Moran
- 17.40** Introduction to AGM, Rachael Clamp
- 17.45** Approval of 2023 AGM and 2024 EGM minutes – President, Rachael Clamp (DECISION)
- 17.50** 2023 in Review, Steve Shepperson-Smith, Immediate Past President
- 18.00** Annual Accounts for 2023 - Chief Executive, Alastair McCapra
- 18.10** Appointment of the Institute’s auditors for 2024 (DECISION)
- 18.15** Looking forward to 2025 – Advita Patel, President Elect
- 18.20** Questions to the President, Immediate Past President and CEO
- 18.30** Close of Business – President, Rachael Clamp

**CIPR 2023 AGM**  
**13 July 2023, 5pm, by Zoom**

**Panelists:**

Steve Shepperson-Smith (President)  
Rachel Roberts (Past President)  
Rachael Clamp (President Elect)  
Alastair McCapra (CEO)

**Guest speaker:**

Jon Ronson, journalist and author

**MINUTES**

**1. Welcome by President, Steve Shepperson-Smith**

Steve welcomed attendees and introduced himself as the 75<sup>th</sup> CIPR President. He explained the agenda for the day with keynotes from all current honorary officers and accounts with our CEO. He also emphasized the importance of the AGM for members' engagement and as an opportunity to scrutinise the decisions that the Board and management team are making about spending member money. He then introduced our guest speaker Jon Ronson, author, journalist and documentary filmmaker, who will talk about current affairs and his 2015 book, *So You've Been Publicly Shamed*.

**2. Guest speaker: Jon Ronson, journalist and author**

Jon spoke to CIPR members on what's happened to internet culture since he wrote, *So You've been Publicly Shamed* with some stories of how individuals can react to public shaming differently, picturing social media and human behaviour effects. The full talk and AGM session will be later available on YouTube for the public. Steve thanked Jon for a fascinating talk and welcomed questions from attendees. Jon answered the following questions from members (abridged):

A) Question from Rachael Clamp: How long do you think Threads might become a cesspool?  
Jon observed that these things can be very often top down. If the people who were running Threads are genuinely trying to be kindhearted and create a positive atmosphere, who knows, maybe it will trickle down in that way, but not sure how this would happen.

B) Question from Allison Gallagher Hughes: When you talk about people retreating into the suburbs, how that reverse tactic could affect social platforms?  
Jon noted libertarian origins of the Internet and how free speech absolutists were demanding that the Internet was made in their image at the time. He believes that a more positive and kindhearted leadership of various social media platforms can create a better atmosphere. This can be found more often in niche community discussions and closed interest groups where people can congregate around their shared experiences.

C) Question from Samuel Wallace: What are your thoughts on the ability to be anonymous on social media and how that impacts on the experience of public shaming?  
Jon noted that many keen shamers are doing it from for what they consider to be moral reasons and a lot of those people aren't anonymous because they're very proud of what they're doing. Anonymous shamers tend to be 'trolls' or 'edge lords' and just want to create chaos. I think whether you're anonymous is less important than what's driving you as a person.

- D) Question from Jon Clemens: The novelist Milan Kundera quoted in 1980 “people all over the world nowadays prefer to judge rather than to understand and to answer rather than to ask” so perhaps we are talking about human nature which cannot be changed?

Jon Ronson agreed, explaining that not only human nature won't change, but it can be amplified by whatever technological tool we're given to do our worst. It is unfortunately true that cold instant judgment seems to drive us and give us dopamine hits, more than we would like to think that it does. In the end, those of us who are still trying to end wars rather than start wars, to be the positive change that we want to see in the world. Just act the way that we would like the world to be.

- E) Question from Claire Slipper: Faster news cycle can give a lot of pressure from clients and organizations to deliver a fast headline and the more sensational the better. What is your advice for getting thoughtful and measured stories out there right?

Jon answered that patience, curiosity instead of judgment and awareness of our own biases were key. A lot of people behave in the bad ways that they do because they succumb to cognitive biases. The more aware we are of our own biases, the more empathetic we can be to the complexities of human behavior. Most of us are basically just a complicated mess of good and bad, and I think that's very important to remember. Jon quoted Max Mosley in PR terms: “our shame worthiness lies in the space between who we are and how we present ourselves to the world”. If we can narrow that gap to nothing, that means we are much less likely to be shamed or canceled. If you tell the truth about yourself to people, it will be harder for people to get you.

Steve thanked Jon for the Q&A and noted virtual applause from all attendees. Jon mentioned he was currently making this second season of his BBC podcast *Things Fell Apart* and he is also writing another book. He thanked all panelists, host and attendees for the session and left the webinar.

### **3. Introduction to AGM, Steve Shepperson-Smith**

Steve started the AGM and noted that there would be two matters to votes at this meeting; one would be to approve of the 2022 AGM minutes and the other would be the reappointment of Sayer Vincent, our auditors for our 2023 audits. Both votes will take place electronically and live via Zoom.

### **4. Approval of 2022 AGM minutes, Steve Shepperson-Smith**

A poll was launched via Zoom and members voted in favour to approve the 2022 AGM minutes as an accurate record of the meeting. David Hamilton proposed and Adam Honeysett-Watts seconded.

### **5. 2022 in review, Rachel Roberts**

Rachel noted that looking back and reflecting on achievements and learnings from last year, in our Annual Report there was a wealth of activities undertaken together with data that illustrates we added an extra 1,000 members and grew the number of Chartered CIPR Practitioners. The CIPR has responded to our desire to keep growing our reach, delivering podcasts, virtual and in-person events, we now have our own app, promoting, training and representing the industry, in the UK and internationally.

Two key initiatives were highlighted within our 2022 Workplan which were centered on growing and strengthening the CIPR community. One is that last year we made an important step change to move the dial on broadening representation. Volunteers who have been pursuing this goal for years, principally through our Diversity & Inclusion Network have been doing an incredible job. We are pursuing a EDI strategy to drive change in this area by setting the goal to achieve the National Equality Standard. The second highlight was holding our first Volunteer Conference in Leeds in May. The Conference was about harnessing the power of the people who are great ambassadors for our profession, as well as some practical sessions exploring our strategy and values.

To close, Rachel noted how in our age of AI it was important to remember that great public relations comes from great human relations. She then thanked all those who contributed to the work of the CIPR in 2022.

## **6. CIPR's CEO, Alastair McCapra to review the 2022 audited accounts**

Alastair noted Rachel's remarks as she brought during her presidency to our work and that suffused everything we did last year as we pushed in every direction to make progress and to achieve some tangible results, but with one unfortunate financial result. In 2021 we were very cautious, as we didn't know how the world was going to look and if people were going to want to attend events post pandemic, so we were very cautious on spending and as a result we made the largest surplus in our history of £376k, which of course isn't what we're here for, as a nonprofit organization. So in 2022, getting out of the pandemic, we set out to renew the energy and vigor across all our programs and drive very hard for growth in membership numbers, push hard to get up the number of charter practitioners, go back to face to face events for Excellence and so on. Some of that worked very effectively; we grew by more than 1000 members, and chartered our 500th member along the way. However, some things didn't quite go the way we thought they would go, and we probably ran too many training sessions with too few people. The PRide Awards also did not do very well last year, and once we started having in person sessions again, individuals slowed down to complete their qualifications, comparing to when we had lockdowns.

So the result was that although we were very ambitious, we were not realistic enough and we made a loss of £70K which was a disappointment to Alastair personally.

Although this was the first loss since 2016 and it was unplanned, what we've done this year is to tighten up our internal controls and procedures, having a better sense of where we are going. We will look more attentively at the forward business pipeline and will have a better sense of how our operating environment is shaping up, to not repeat that loss in the current or future years.

We have just signed up our 200<sup>th</sup> Corporate Affiliate and looking forward, we have about 600 people who have said that they want to get chartered, so it is possible that in Rachel Clamp's presidency next year, we will charter our 1000<sup>th</sup> person, which certainly is what we are aiming for.

## **7. Re-appointment of Sayer Vincent as the Institute's auditors for 2023**

A poll was launched via Zoom and members voted in favour to re-appoint Sayer Vincent as the CIPR auditors for the 2023 audit. Rachel Roberts agreed and John Wilkinson seconded.

## **8. Looking forward to 2024 with Rachael Clamp, President Elect**

Rachael thanked the warm welcome and echoes Rachel Robert's comments on the important of people in PR. She praised the calibre of volunteers across Board, and noted the projects that CIPR will give continuity during her year. We spent lots of time and money over the last few years investing and going 100% virtually for the team. We've aligned websites and back-office activities, launched the app and the online work learning platform to name just a handful of things that we have been doing. Our work in lobbying and AI and PR continues to be the best in the industry and is making a difference.

For 2024, we will refine, implement, and make the difference that we wanted to, looking holistically at virtual and digital strategy, working better for the membership and strategy delivery. We will continue and further build on the brilliant advocacy work that we have been doing around lobbying, AI and realigning our ESG work. We will ensure that we are a sustainable, successful, and supportive CIPR that is home to all practitioners. And before the end of the year, Rachael will share with as many as she can some of the 2024 workplan projects in greater detail, but most importantly what it will mean for members, not just what these projects are, as she wants members to get involved. She welcomed members to get in touch through the usual channels and she looked forward to seeing everyone as we run out towards the end of the year and then into next year.

## **9. Questions to the President, Immediate Past President and CEO**

Steve thanked Rachael and opened the Q&A for honorary officers and the CEO.

a) Question from Jenni Beattie: Can you expand the forward pipeline about the accounts? Alastair explained that traditionally in finance particularly we look backwards at the last quarter's accounts and how performance can match expectations and budget. Therefore, based on past performance we can have a better understanding of what business is likely to come our way, and

some examples of that are in in the Corporate Affiliate field. We have a queue of about 30 employers who are waiting for us to speak to them and start an onboarding process. If this number starts to drop, then something is changing in the market and that for some reason organizations are not as willing as they were last year to sign up to making their staff members, telling us about what our expectations should be in the future, and a similar effect can also happen with in-house training, or on chartered practitioners, where we have about 600 people in that pipeline at the moment.

b) Question from Robert Park: About the annual report and aligning ESG, what can CIPR learn from last year's Big Oil documentary? And how is the ESI monitor within the professional development opportunities getting more practitioners knowledgeable about net 0 carbon neutrality and other details that gets missed when the message goes out there within strategic communications? Alastair replied that this year we published our first ESG report, and we used the ESI monitor to determine what our carbon footprint was. Almost immediately he realized how difficult and unclear this area is, and the number of organizations that can straightforwardly answer if they can offset tons of CO2 equivalent, is alarmingly low. He also shared that he asked someone recently regarding a similar organization, where our footprint was literally 10 times theirs. They replied that they didn't measure everything, only things that they could change. And that's not what CIPR is doing. Reflecting on The Big Oil documentary, Alastair noted that on the point made in the series, the same tactics were copied from the tobacco campaign, and then transposed onto the oil campaign, and then transposed onto climate. These are techniques which were exposed in that series and are very much in play in the world around us. As a charter body, we have a responsibility to act in the public interest and that public interest is not properly served if those sorts of tactics are still going on.

Rachael noted that there is a lot packed in the ESG acronym, and our activities around EDI and lobbying all fall under different areas of ESG. It is easy to get lost as into what we can do to support practitioners, our industry and for the institute itself. She does not know 100% yet what CIPR will do, and there is a lot that needs to be done. As she with Board shape the 2024 work plan over the next few months, she will be welcoming comments from members. She also encouraged members to look at the work of the CIPR ESG panel and some of the papers they are putting out, as they are helping to educate our members on how to operate in this area.

CIPR also has two new training courses this year; a sustainability diploma and sustainability on-demand training, which is free for members.

c) Question from Nooralhuda Aljlas: How can overseas members help, participate or be part of a committee or group active in the CIPR?

Steve explained that Rachel Roberts launched the EDIC committee last year, bringing volunteering opportunities as part of our commitment to inclusion. When volunteer opportunities come up, they will be on the website. Steve noted he has worked hard to make Council and all committees more inclusive, for instance we have a Council member joining us from Canada, Crispin Thorold, who is also a member of the CIPR International Committee. Nevertheless Steve explained that he is still trying to find more ways to engage members based outside the UK and this is an ongoing effort. He offered to connect Nooralhuda with the CRPI International Group, and apologized if she had felt there were barriers to engage from outside the UK.

d) Question from Allison Gallagher-Hughes: Does this year's finances have a similar amount to last year which will be ring fenced as a contingency plan? And is there any opportunity to review how we deliver training to make it more affordable and provide greater flexibility on how it is delivered?

Alastair explained that we do not have a contingency this year, but we are watching developments closely month by month and will be ready if things change suddenly and amend our financial plans accordingly. The cost of living crisis hasn't directly impact us for now, but it had clear impact on some members whose circumstances are being helped by Iprovision and other resources that we have. The training market at the moment is actually very buoyant, and we have reserves matching our pre-2019 practice of not running face-to-face courses unless there is a minimum of eight

people present, and that helps us control our costs in terms of delivering it in a way that makes it more affordable. In person training offered in London is not going to get cheaper; online learning is a bit cheaper, but we still have to pay a trainer, staff to take the bookings and take care of all the other logistics. We still have to produce all the teaching materials which has a cost base that we have to meet. On-demand training is also a great opportunity for those who do not travel to London and want more than the current online training on offer. They are able to learn at their own time, in their own way. More on-demand training courses will be added every year in the platform.

Steve added that although training must have the right geographical spread, some regions can become extremely expensive for the CIPR to deliver it because they just do not get the same number of attendees as in London. If there is a local demand for face-to-face training, then a national regional group might pick that up if they can. On sustainable financial terms, most offers we have are for London, but we have now online and on-demand to supplement this. He also praised the recently launched CIPR iProvision 75 funds, that can proactively help members from poor financial backgrounds or minority backgrounds to advance their careers, including students, with training costs in in London or elsewhere.

e) Question from Gemma Pettman: For Rachael, how are you looking at prioritizing and supporting volunteer activity across the organization?

Rachael observed that she has been chairing the group chairs community this year and trying to build strong relationships, closing some of the gaps that have been there between central and local activities, doing more crossover between different groups, and creating that strong community.

She wants to build better, stronger communication channels, for example the Coordinating Committee support that bring things together for greater and impact and higher success rate factors, taking into consideration people's time and commitment, finding the right balance on this. Steve also shared that the iProvision 75 Funds has been recently launched and is also available for all CIPR members that might need it.

#### **10. Close of Business – President, Steve Shepperson-Smith**

Steve thanked everyone who joined and shared that he was happy to engage with members and learners by either e-mail or LinkedIn, Twitter and Threads. He reminded members to check CIPR summer events and a Fellows and Chartered Practitioners lunch at the House of Lords on 29<sup>th</sup> of September, with speaker details still to be announced. He also reminded that the Maggie Nally lecture will take place online on the 4<sup>th</sup> of October, again with a great speaker to be announced, and the Future Leadership Conference which he is leading on the 14<sup>th</sup> of November.

He also encouraged members to stand for election for Presidency as the information was just made available in our website, noting that being a CIPR President for a year is a great experience within the profession. He wished all attendees a great summer and hoped to meet again at any of those events.

**CIPR EGM - Extraordinary General Meeting of the Chartered Institute of Public Relations  
18 April 2024 6pm, online via Zoom**

**Minutes**

**Panelists: Rachael Clamp (President) and Alastair McCapra (CEO)**

**1. Introduction**

Rachael started the session welcoming attendees and explained that this meeting did not replace the usual AGM which would still take place this year, on Thursday 4 July 2024 also via Zoom.

She explained the voting process for today's session and the technical support available provided by Mi-Voice. She then presented slides and explained the governance review work that had started back in 2023, thanking the Governance Working Group for their work.

Rachael also noted that many members had responded to the consultation on the proposals during January and February, with 245 members sending comments, queries, and suggestions. A number of groups, including CIPR International, Northeast and Northwest, held meetings where she and Alastair had discussed the proposed changes overall. Between 80 and 90% of members responding to the consultation had supported the proposals.

Most of the changes proposed were within our power to make on our own, and Board and Council would enact these changes in June. The EGM today was being held to consider the proposed changes that required permission from the Privy Council Office, who have already confirmed they have no concerns about the proposals.

Rachael stated that she would not accept any amendments to the wordings of the resolutions, as these had been agreed by Council and Board, and more than 125 members had already cast their votes by proxy with the proposed wording.

**2. Questions about Special Resolution 1**

Rachael explained that the proposed change in resolution one was to allow us to pay an experienced external person to serve as a chair of the Board. At the moment, our charter did not allow this. The 2018 UK corporate governance code indicates that the chair of a board should be independent on appointment. The selection and appointment of an external chair as an individual who is not a member of the CIPR would give effective expression to this. It would also address another topic discussed during the governance review, that the volunteer role of President is currently too burdensome, and the scope of the responsibilities is deterring people from seeking election. The proposed amendment would reduce the President's responsibilities and hopefully make the role more attractive to a more diverse range of future volunteers. We also believe that in order to attract a person from an appropriate experience, and to ensure that the role is attractive to people with a wide variety of circumstances, it is desirable to pay the chair.

A. Question from Sara McCracken: *Can you confirm that we are able to remunerate the independent chairperson (we aren't a charity, for example) and how much is the remuneration going to be? Is it an annual payment or a per meeting payment? What will the selection process be for the independent chair?*

B. Question from Sarah Pinch: *Who will set the fees that will be paid?*

C. Question from Annette Spencer: *Can we afford to pay an external chair? Do we have a maximum remuneration level in mind?*

Alastair replied that at the moment our charter specifies that board members must not be paid, and so the purpose of the first charter change is to make an exception for an independent chair. The other members of the Board will decide whether the independent chairperson should be paid. They will also determine whether the independent chair is doing their job adequately. Our expectation is to pay around £15k per year, for roughly 2 days a week, and we can afford to pay them this much.

D. Question from Sarah Pinch: *Is it just the chair who will be paid? Or is it council members and board members as well?*

Alastair confirmed that only the independent chair will be paid, and nobody else.

E. Question from Laura Fitzgerald: *Will a finite term of office be set for paid chair?*

Alastair also confirmed that we are expecting it to be 3 years, the same as other Board members, but potentially renewable.

F. Question from Pamela Mounter: *Will there be an annual review of the chairman against set criteria?*

Alastair confirmed that there would be an annual review by the other members of the Board.

G. Question from Janine Hogan: *Do the PRCA have non-members in their Board?*

Alastair explained that we've had non-members on the Board for the last 10 years by co-option. He did not know if the PRCA had non-members on their Board, but he was aware that they've recently gone through some governance change, and it is increasingly common in professional associations to have people on their board who were not members of the association.

H. Comment from Janine Hogan: *Need to benchmark.*

I. Question from Aimee Postle: *What process will be in place to monitor and ensure diversity of representation from the global CIPR membership on Council, and to prevent many of the members coming from the same demographic or geographic pool?*

Alastair explained that there will be a selection process, and ultimately they will be chosen by the members. We will advertise publicly, in PARN and through other networks of that sort.

J. Question from Sarah Pinch: *What was the rationale for removing seats for group allocation?*

Alastair explained that the rationale for removing seats from groups was that it previously led to a complicated system, which the groups themselves generally did not understand well, and half the groups did not put people forward. This system that was felt to be important when it was introduced 10 years ago, but as things have moved on, it is not really functioning as intended. It just seems much easier to have a single list of candidates, without having to vote on different lists. One of the intended benefits is that now it should be much easier for the voter. This should also decrease the tendency for putting only familiar candidates forward, and widening representation instead.

K. Question from Pamela Mounter: *How can groups that do not win a place on the Council be sure their voice will be heard?*

Groups already have representation through the Group Chairs meetings which are held regularly throughout the year and chaired by the President.

L. Question from Rhian Moore: Q3. *Please can you explain the rationale for removing the seats from the Nations. It feels like removing this reduces representation from around the UK. Accepting anyone*

*can put themselves forward for election, we know that the nations aren't always represented/ feel as confident to stand on Council/UK level groups.*

Alastair explained that the Nominations Committee is charged with ensuring that we have a diverse and representative pool of people, including the devolved nations, as well as international members. This had been extensively discussed in the Governance Working Group, in Council and at the Board.

M. Question from Pamela Mounter: *And how will not knowing the right people help this?*

Alastair explained that people who may have something to contribute might not particularly be well networked, such as freelancers, for example, or career returners. The idea is that if they have something potentially to offer, they should not be held back by the fact that they don't particularly have a network. If we have a process that allows anyone to put themselves forward, it will encourage people to express their interest, and include individuals what we otherwise would not have heard from.

N. Question from Howard Borrington: *What sort of provisions would be removed for the Board?*

Alastair explained that the President will lose the ability to put forward the current yearly two co-optees, and instead, we will have a formal process of recruitment and assessment, and then the elected members will decide who they want from that pool.

O. Question from Aimee Postle: *Will there be any provision for student and/or shadow council members to ensure the voice of those coming through the profession is heard?*

Alastair replied that there will not be. This was discussed quite early on, but the feeling was that it was similar to reserved seats for specific Groups. It would be good to have people in early career stages and late career stages and students and others, but we do not want to reserve a seat reserve for that. We haven't actually talked about shadowing, but it is an interesting idea, and something to think about.

Rachael asked Alastair to expand on how having an independent chair would impact the role of the President. He explained that it would certainly reduce the current work of the President, but it will not diminish their role. Usually, people put themselves towards to be President because they want to speak on behalf of the profession, to rally and galvanize other members. They want to make the institute as effective as possible, but might be held back by functional responsibilities in terms of managing the Board. So the intention is that not that the role should be diminished, but that this splitting off of responsibilities will allow the President to do more of what they envisaged doing when they put themselves forward.

P. Question from Brittany Breslin: *Has the decision to reduce the number of persons on Council been weighed against CIPR's DEI strategy?*

Alastair confirmed that it had. He also noted that if the changes did not work as intended, we could change them again.

### **3. Questions about Ordinary Resolution 2**

At Rachael's request, Alastair explained why a non-member would potentially want to join our Board, and what the attraction would be for them. He said he was a non-member serving on other Boards himself. This widens his experience of different governance processes and different organizations. His responsibility in the CIPR is to work for the Board, and therefore, being on a Board somewhere else, helps by giving him some perspective on the work that he is being asked to do.

#### **4. Questions about Ordinary Resolution 3**

Rachael noted that resolution 3 would reduce the maximum size of council from 30 to 25, and end the current cycle of allocated seats by type of group. She then asked Alastair to clarify how we would benefit from a smaller council.

Alastair explained that the 30 current places on Council have been hard to fill and our Council has actually had around 25 members for most of the time for the last 6 or 7 years, so reducing the maximum is partly recognizing our current reality. Also, having a slightly smaller group would probably help that group bond and become effective.

On how do groups who do not want to place on Council can be sure that their voice will still be heard, Alastair explained that at the moment about half of groups who do not have a seat on Council because they did not put anybody forward or their candidate was unsuccessful, and that is not a new situation. We have regular meetings of group chairs separately from Council, which Rachael chairs and so there are very good avenues for groups to talk about their own and shared affairs, and to be heard in matters that concern them. But Council is not really there to deal with group business, but to think on behalf of the membership as a whole, including those who are not necessarily active in a group.

Rachael noted that some of the proposals that we were discussing and are in some of the governance changes actually were well supported when we were looking at the National Quality Standard. Alastair agreed and explained that when we achieved accreditation under the National Quality Strategy, we needed to demonstrate that we have proper and consistent policies. In order to maintain our accreditation, we have to demonstrate that we consistently apply EDI policies through everything. That was very much at the centre of our thinking in all of these changes.

Rachael thanked Alastair and noted that during the governance review, he had replied approximately 70 emails from members personally.

Rachael announced that the first part of the meeting was now over, and proceedings would pause while those present cast their votes.

After a recess of ten minutes for voting, the meeting resumed. Alastair thanked everyone for casting their votes, and outlined what would be happening over the next few weeks. The items voted for this evening will go to the Privy Council Office. Once they are able to confirm the changes, these will come into effect as soon as we receive them. We certainly hope to have those changes by the summer, possibly June or July. In the meantime we will have meetings of Board and Council in June to agree changes to our regulations, terms of reference to the Nominations Committee, the job description for the Independent Chair. We will then need to put out our calls for candidates, advertising through PARN and other networks to recruit non-member candidates for the Board. The Nominations Committee will be made up of a mixture of Board and Council members plus some independent people brought in for their expertise in dealing with recruitment, particularly of Board members, interviewing and speaking to prospective candidates so that we can get the ballots out in the autumn. Normally, we put out the Council call in September and vote in October. Depending on when we get all of these steps finalised, we may not follow exactly the same timetable as we have in recent years, but we are intending to get all of these changes enacted, and all of the election process taking place towards the end of this year in time for a fresh Board and Council term on first of January.

## **5. Voting and announcement of results**

Rachael shared the results and reported that all resolutions had been approved and passed, from the combination of proxy and live votes.

For the amendment to the royal charter, which needed 75% to be passed, had secured 95.5% approval. For ordinary resolution 2, which is the amendment to bylaw 31, the approval rate was 91.4%, and for ordinary resolution 3, the proposed amendments by law 39, approval was 93.1%.

## **6. Meeting closes**

Rachael thanked all members who had participated and voted. She also thanked the working group, Alistair and the HQ team for the brilliant work that had been done in getting us this far. She echoed Alastair's previous comments that there is still a lot of work to do now to enact all these changes. But now with the approved amendments, we can progress.

Rachael also acknowledged the past two presidents that helped get this to the point that we are at, Rachel Roberts and Steve Shepperson-Smith. She also thanked Advita Patel, current president-elect, who will be taking over these changes throughout the next year when we go through to the implementation and for her help at the EGM.

Rachael closed the session reminding members to again join us on the 4<sup>th</sup> of July for this year's AGM, when we will be back to business as usual, and encouraging members to continue to getting involved with everything that we do. If there are any issues to discuss, members are welcome to contact her at [president@cipr.co.uk](mailto:president@cipr.co.uk).

**Session closed at 19:15hrs**

**Amendments circulated prior to the session which were approved during the EGM**

### **Special Resolution One - Proposed Amendments to our Royal Charter**

This General Meeting mandates the Board of the Chartered Institute of Public Relations to seek permission from the Privy Council Office to have our Royal Charter amended as follows, subject to such changes as the Privy Council may require and which are agreed by the Board:

#### ***Amend the current article***

5.2 Nothing in paragraph (1) of this article shall prevent any reasonable and proper payment or benefit of any kind being made in good faith by the Institute to or for any member of the Institute or of the Board or the Council or to or for any firm of which any such member is a partner or any body corporate in which any such member has a beneficial interest, where such payment or benefit is by way of:

- i. remuneration or other consideration for the provision of services, facilities or goods to the Institute, provided that no member of the Board or of the Council or of any committee of the Board or of the Council shall be remunerated for holding that position or any other office in the Institute
- ii. out-of-pocket expenses incurred by any member of the Board or the Council or of any committee of the Board or of the Council in connection with attendance at meetings of the Board or of the Council or of any committee of the Board or of the Council or otherwise incurred in connection with the discharge of his functions;
- iii. interest on money lent or rent or other sums in respect of premises let to the Institute;
- iv. premium on any policy of insurance against liability of any member of the Council or of

any committee of the Council whether or not the sum assured is for the benefit of such person; provided that no member of the Council or of any committee of the Council shall be present at or participate in any discussion or decision concerning any such payment or benefit to be made to or for him or any firm of which he is a partner or body corporate in which he has a beneficial interest, except any discussion or decision relating to a policy of insurance for the whole Council or committee.

***As follows:***

5.2. Nothing in paragraph (1) of this article shall prevent any reasonable and proper payment or benefit of any kind being made in good faith by the Institute to or for any member of the Institute or of the Board or the Council or to or for any firm of which any such member is a partner or any body corporate in which any such member has a beneficial interest, where such payment or benefit is by way of:

i. remuneration or other consideration for the provision of services, facilities or goods to the Institute, provided that no member of the Board or of the Council or of any committee of the Board or of the Council shall be remunerated for holding that position or any other office in the Institute **unless the remuneration is authorised by the By-Laws**

ii. out-of-pocket expenses incurred by any member of the Board or the Council or of any committee of the Board or of the Council in connection with attendance at meetings of the Board or of the Council or of any committee of the Board or of the Council or otherwise incurred in connection with the discharge of **their** functions;

iii. interest on money lent or rent or other sums in respect of premises let to the Institute;

iv. premium on any policy of insurance against liability of any member of the Council or of any committee of the Council whether or not the sum assured is for the benefit of such person;

v. provided that no member of the Council or of any committee of the Council shall be present at or participate in any discussion or decision concerning any such payment or benefit to be made to or for **them** or any firm of which **they are** a partner or body corporate in which **they have** a beneficial interest, except any discussion or decision relating to a policy of insurance for the whole Council or committee.

**Ordinary Resolution 2 - Proposed amendment to Bylaw 31**

This General Meeting mandates the Board of the Chartered Institute of Public Relations to seek permission from the Privy Council Office to have our Bylaws amended as follows, subject to such changes as the Privy Council may require and which are agreed by the Board:

***Amend the current Bylaw 31:***

The Board shall consist of not more than eleven Members. These shall be

- (a) the President the President-Elect and the Immediate Past President
- (b) up to two Members nominated by the President and approved by other members of the Board
- (c) such other persons, whether Institute Members or not, as the Council may elect or otherwise appoint after considering any recommendations from the Board.

***As follows:***

The Board shall consist of not more than **twelve** members. These shall be

- (a) the **Independent Chair who is not a member of the Institute**, the President the President-Elect and the Immediate Past President **as well as eight other members elected by the Council.**
  - ~~(b) up to two Members nominated by the President and approved by other members of the Board~~
  - ~~(c) such other persons, whether Institute Members or not, as the Council may elect or otherwise appoint after considering any recommendations from the Board.~~
- (b) **The Independent Chair may be remunerated providing the other members of the Board are satisfied that their remuneration is in the best interests of the Institute having regard to all the circumstances including the standing and experience of the person appointed chair, and that the level of remuneration and the other terms of the appointment are reasonable and proper.**

**Ordinary Motion 3 - Proposed amendment to Bylaw 39**

This General Meeting mandates the Board of the Chartered Institute of Public Relations to seek permission from the Privy Council Office to have our Bylaws amended as follows, subject to such changes as the Privy Council may require and which are agreed by the Board:

***Amend the current Bylaw 39:***

The Council shall consist of the President, the President-Elect, the Immediate Past President, and not more than twenty-seven other persons elected or co-opted in accordance with the Regulations. Election of Members of the Council shall be by a ballot of Voting Members.

***As follows:***

The Council shall consist of the President, the President-Elect, the Immediate Past President, and not more than **twenty-two** other persons elected or co-opted in accordance with the Regulations. Election of members of the Council shall be by a ballot of Voting Members.