

AIRMIC LIMITED

MINUTES OF THE 42nd ANNUAL GENERAL MEETING HELD AT THE HARROGATE CONVENTION CENTRE, KING'S ROAD, HARROGATE HG1 5LA ON WEDNESDAY, 5th JUNE 2019

Present: L Lucas Chairman
J Ludlow Chief Executive
N M L Hughes Company Secretary
C Clarke Deputy Chair, Finance Committee

and 24 Other Guaranteeing Members

In attendance: Mrs L Davies Finance Manager

133 apologies had been received from Members. 9 valid proxy votes had been received.

The Chairman opened the meeting at 08:45am.

The Chairman then proposed a vote of thanks to immediate past Chairman Paul Goulding who had recently retired after 11 years service on Board including also service on the Insurance Steering Group, the Finance Committee and the Audit Committee.

402 **NOTICE**

The formal Notice convening the meeting was taken as read.

403 **MINUTES**

It was proposed by Tracey Skinner, seconded by Colin Baker and unanimously resolved:-

THAT the Minutes of the 41st Annual General Meeting be approved.

404 **ANNUAL REVIEW**

Members had available the Annual Review 2018.

The CEO spoke to Airmic' response to technological change affecting members, to changes, with consolidation and changes amongst Partners, in the financial backing for the Company, of the need as always for financial stability and to a first year implementing a new Vision for Airmic. There had been an excellent technical output in terms of publications (twelve short papers, a research paper ' Roads to Revolution' and the Explain Guides) and of events held. There had also been a comprehensive Education programme involving the fast track and business excellence programmes, the Cass leadership and Academy programmes and webinars, Academy Forums and a Technology Forum.

Airmic communities have been refreshed with restructured Special Interest Groups and the formation of a Leadership Group.

The affiliations with other organisations have been reviewed for the purpose of their relationship with the Company. An Advisory Council has met to give a broader business perspective to Airmic in its activities.

The Company has pursued a strategy for growth in membership, Partnerships and in the office team. Diversity has been pursued in many aspects of membership. A hierarchy of partnership organisations has continued to help fund and support the Company. New appointments have been made with success to the office team with further prospective appointments in view.

Behind the scenes there has been development in the governance of the business plus Board training and recruitment. The Company will move office premises in 2019 and there are a number of other infrastructure developments.

The Company turned a budgeted deficit to a surplus arising out of some staff vacancies, a good conference result and good cost control.

Objectives had been set for 2019 with further developments in mind.

405 **REPORT OF THE BOARD**

The Report of the Board, both as set out in the Report to be filed at Companies House and in the Annual Review, covering the affairs of the Company for the period 1 January 2018 to 31 December 2018 was taken as read. There were no questions arising on the Report.

It was proposed by Xavier Mutzig, seconded by Helen-Clare Pope and resolved:

THAT the Report for the year ended 31 December 2018 be received.

406 **ACCOUNTS AND AUDITOR'S REPORT**

It was proposed by Clive Clarke, seconded by Claire Combes and resolved :

THAT the Accounts for the year ended 31 December 2018 be received together with the auditor's report thereon.

407 **APPOINTMENT OF AUDITOR**

It was proposed by Colin Barker, seconded by Aileen Lowe and unanimously resolved:

THAT KINGSTON SMITH be re-elected auditor of the Company until the conclusion of the next Annual General Meeting of the Company.

408 **AUDITOR'S REMUNERATION**

It was proposed by James Kelly, seconded by Tracey Skinner and resolved:

THAT the Board of the Company be and is hereby authorised to fix the remuneration of the auditor for the ensuing year to the conclusion of the 2020 Annual General Meeting.

409 **DIRECTORS**

Nomination forms have been received from 8 Members who are seeking election / re-election to serve on the Airmic board:

- Earlier this year the board advertised 4 vacancies via an all-member email and an article in Airmic News. More than 30 Members expressed interest, of whom 19 subsequently submitted applications. All applications were of high quality. After very careful consideration, the following 4 Members were appointed to serve until the AGM and are now submitting themselves for election:
 - o Alison Hill (Amazon)
 - o Emily Jenner (Standard Chartered Bank)
 - o James Kelly (Pearson)
 - o Aileen Lowe (KPMG)

In addition:

- Three directors are seeking re-election having completed their first three-year terms:
 - o Claire Combes (intu Properties)
 - o Lesley Harding (BP)
 - o Tracey Skinner (BT);

And:

- John Ludlow, Airmic's Chief Executive Officer, is seeking re-election having completed his second 3-year term.
- No additional nominations have been received in response to the Notice of AGM.

409.1 **Claire Combes**

It was proposed by Ben Cooney, seconded by Fiona Davidge and unanimously resolved:

THAT Claire Combes be re-elected as a director of the Association.

409.2 **Lesley Harding**

It was proposed by Tim Murray, seconded by Fiona Davidge and unanimously resolved:

THAT Lesley Harding be re-elected as a director of the Association.

409.3 **John Ludlow**

It was proposed by Alison Hill, seconded by Lynda Lucas and unanimously resolved:

THAT John Ludlow be re-elected as a director of the Association.

409.4 **Tracey Skinner**

It was proposed by John Ludlow, seconded by Xavier Mutzig and unanimously resolved:

THAT Tracey Skinner be re-elected as a director of the Association.

409.5 **Alison Hill**

It was proposed by Tim Murray, seconded by Clive Clarke and unanimously resolved:

THAT Alison Hill be elected as a director of the Association.

409.6 **Emily Jenner**

It was proposed by Claire Combes, seconded by Colin Barker and unanimously resolved:

THAT Emily Jenner be elected as a director of the Association.

409.7 **James Kelly**

It was proposed by Lynda Lucas, seconded by Xavier Mutzig and unanimously resolved:

THAT James Kelly be elected as a director of the Association.

409.8 **Aileen Lowe**

It was proposed by Tracey Skinner, seconded by John Ludlow and unanimously resolved:

THAT Aileen Lowe be elected as a director of the Association.

No other nominations had been received.

410. **ANY OTHER BUSINESS**

There was no other business and the meeting was closed at 09:20

Signed

Date: