

Circulation: IWFM Voting Members

IWFM AGM: 30th September 2021

Resolution Supporting Documentation

For: Review & Member Approval

Owner: IWFM Board
Author: Company Secretary
Donna Duckworth

IWFM AGM 2021 Resolutions

Overview

The notes below provide explanation and reasoning to support the resolutions being put before the AGM to be held on 9 September 2021

Resolution 1: Approval of the 2020 AGM Minutes

This resolution is to ensure the Members are satisfied as to the accuracy of the minutes of last year's meeting. The 2020 AGM minutes are available on the voting platform or the IWFM website.

Resolution 2: Approval of the 2020 Audited Accounts

Moore Kingston Smith LLP carried out their audit earlier this year and presented their audit opinion to the Audit and Risk Committee and Board. The Board were satisfied with Moore Kingston Smith's Report and proposed that the Accounts be put before the Members for approval at the AGM.

The 2020 Audited Accounts are available on the voting platform or the IWFM website.

Resolution 3: Proposal to reappoint Moore Kingston Smith LLP as Auditors

IWFM recommend that Moore Kingston Smith LLP be reappointed as the Institute's Auditors

Resolution 4: As special business to consider, and if thought fit to pass, the following resolution, which will be proposed as a special resolution

That the regulations contained in the printed document [marked 'A'] submitted to this meeting and, for the purpose of identification signed by the Secretary, hereof be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing articles thereof.

See below for the specific Article amendments and rationale.

Overview

The following changes to the IWFM's constitution are being proposed to strengthen the IWFM's governance arrangements, taking into account feedback from the Communities Review and in support of our roadmap to Chartership.

These changes are believed by the Board to align with best practice and have been prepared in consultation with external governance advice from The Modern Professional Body who specifically advise and support Professional & Member Bodies. The rationale for each change has been highlighted against each article below.

| Article Ref | Existing Article as written | Proposed Amendment | Rationale for change |
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| A. 17.1 | The Board shall consist of up to 13 Board Members, being the Chairman, who must be an elected Member of the Institute, up to 6 other elected Members of the Institute, up to 3 co-opted Board Members who need not be Members of the Institute, the CEO and up to 2 other members of the Executive. | The Board shall consist of up to 15 Board Members; the Chairman who must be an elected Member of the Institute, up to 6 other elected Members of the Institute, up to 4 co-opted Board Members who need not be Members of the Institute, the Chair of Members Council , the CEO and up to 2 other members of the Executive. | <p>Strengthening the Board</p> <p>This change aims to strengthen the Board by adding two new director positions to improve the quality of decision-making within IWFM.</p> <p>Appointing the Chair of Members Council to the Board will strengthen the link and communication flow between Members Council and the Board and Executive by giving an explicit voice and representation for active members at Board level. The role is a voting role, and the tenure length is aligned to the tenure of the Chair of Members Council defined by the ByLaws.</p> <p>Increasing the number of co-opted directors (who maybe, but do not have to be members of IWFM) from three to four is designed to provide the Board with an appropriate level of external expertise and experience and in particular with commercial, strategic, financial, legal and other skills that it would not otherwise have. In addition, it provides an opportunity to attract “captains of industry” to support the IWFM in its mission.</p> |

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| | | | The increase in co-opted directors by one does not affect the overall balance of the Board, with up to 8 directly or indirectly elected Board members compared with up to 4 co-opted directors following these changes. |
| A. 17.2 | Elected Members of the Board will serve for 3 years. They may offer themselves for re-election but the maximum length of consecutive service for any Board member, except for the Executive, is 6 years. After serving for 6 consecutive years on the Board, at least a further 2 years (or such period of approximately 2 years as is determined by the timing of the AGM) must elapse before the ex-Director can return to the Board. In exceptional circumstances the term of office for any vacancy may be reduced to less than three years by the Board, prior to the election, to allow for a staggered succession. The composition of the Board is set out in Table 1 of the Bylaws unless otherwise determined by ordinary resolution of the Institute Members in General Meeting. | Elected Members of the Board will serve for 3 years. They may offer themselves for re-election but the maximum length of consecutive service for any elected Board member, except for the Executive , is 6 years. After serving for 6 consecutive years on the Board, at least a further 2 years (or such period of approximately 2 years as is determined by the timing of the AGM) must elapse before the ex-Director can return to the Board. In exceptional circumstances the term of office for any vacancy may be reduced to less than three years by the Board, prior to the election, to allow for a staggered succession. The composition of the Board is set out in Table 1 of the Bylaws unless otherwise determined by ordinary resolution of the Institute Members in General Meeting. | <p>Clarification & Simplification</p> <p>This change simplifies this clause, clarifying that it relates to the length of service of elected Board members and not to co-opted Board members, which is separately dealt with by Article 17.3 below.</p> <p>The new wording continues to exclude the Executive, who are employees of IWFM appointed by the Board and do not have a term limit, as well as excluding the Chair of Members Council, whose tenure is set out in the ByLaws.</p> |
| A. 17.3 | Co-opted Directors shall serve for a period of up to three years from the date of the Annual General Meeting following their appointment date. Following this period, they may be appointed for up to a further three years in total; with a maximum service of six years. | Co-opted Directors shall serve for a period of up to three four years from the date of the Annual General Meeting following their appointment date. Following this period, they may be re-appointed for up to a further three four up to a maximum service of six eight years from the date of the AGM following the initial appointment. | <p>Strengthening the Board</p> <p>This change allows for co-opted directors to continue to support the Board with their independent expertise and judgement for a period of up to four years, with a maximum period of eight years.</p> <p>Co-opted NEDs are difficult to find and replace so</p> |

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| | | | this allows the Board to continue utilising their services for longer, allowing for consistency and continuance of organisational knowledge. |
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| <p>A. 17.4</p> | <p>For all directors, a year in office shall be from the end of one Annual General Meeting until the end of the following Annual General Meeting. If a director is appointed or elected between Annual General Meetings the three years shall commence at the Annual General Meeting following their appointment.</p> | <p>For all directors, a year in office shall be from the end of one Annual General Meeting until the end of the following Annual General Meeting. If a director is appointed or elected between Annual General Meetings the three years defined tenure shall commence at the Annual General Meeting following their appointment.</p> | <p>Clarification & Simplification</p> <p>This change clarifies that if any role is replaced during the year due to resignation / retirement etc, that the tenure term itself as defined by the role will start from the AGM, and not at the point of taking up the role.</p> <p>For example, if a director is appointed to replace a director who has resigned in March, but the AGM is in July; then the period from March to July is ADDED to the tenure length of 3 years which runs from AGM to AGM.</p> |
| <p>A. 18.3</p> | <p>The role of Members' Council is to help to encourage, engage with and ensure good communications with and between IWFM's Regions and SIGs, to encourage and ensure good communications with and between members, and to help form IWFM's research agenda</p> | <p>The role of Members' Council is to encourage and help engagement and good communication with and between members and with and between IWFM's Regions and SIGs, to provide a forum to represent the views of Regions and SIGs within IWFM, to be a source of industry insight and expertise for IWFM, and to provide input and member feedback to inform IWFM's strategic direction and research agenda.</p> | <p>Clarification & Simplification</p> <p>This change is designed to clarify the role of Members Council within the overall governance structure of the IWFM, explicitly referring to Members Council as a forum for Regions and SIGs and as a source of industry insight and expertise. It also recognises that Members' Council has a key role to play in informing IWFM's strategic direction in addition to its research agenda.</p> <p>The change removes the duplication of 'good communication' in order to simplify the clause.</p> |