

67th Annual General Meeting

Minutes

Date: 16/11/2023 **Time:** 10:30-11:30 **Venue:** Albany Place, WGC & Virtual

Present/ Apology	Attendee	Representing
Present	Stuart Donald - SD	Chair, Trustee
	Nick Stein (NS)	Vice Chair, Trustee
	Tom Kelman (TK)	FAC Chair, Trustee
	Victoria Milford (VM) via videotelephony	RemCo Chair, Trustee
	Mark Armitage (MA)	Trustee
	Rupert Newman (RN)	Trustee
	Mark Powell (MP)	Trustee
	Sarah Whiteside-Jones (SWJ)	Trustee
	In attendance	Antony Kildare (AK)
Nicola Smith (NSm)		IAM – People & Culture Director
Kat Hyde (KH)		IAM – Marketing & Communications Director
Nick Lyes (NLy)		IAM – Policy & Standards Director
Andrew McLachrie (AM)		IAM – Finance Director & Company Secretary
Apologies	Nick Lomas (NL)	Nominations Committee Chair, Trustee
	Angela Bell (AB)	Trustee

Item:	Subject
1.0	<p>Welcome and apologies.</p> <p>Stuart Donald (SD) welcomed everyone to the AGM. SD noted that Elizabeth Coyle-Camp had stepped down as a Trustee during the year. The Chair thanked her for her service and announced that five new Trustees had been recruited and offered themselves for re-election.</p> <p>It was noted that Nick Lomas (NL) and Angela Bell (AB) had sent their apologies.</p>
2.0	<p>Approval of prior minutes</p> <p>The minutes of the AGM held on 24 November 2022 were approved as being a correct record of the proceedings.</p>
3.0	<p>Chairman Report</p> <p>SD confirmed that the AGM was quorate and outlined the proceedings.</p> <p>SD gave thanks to the 170 Groups, volunteers, over 70,000 members and all IAM RoadSmart's dedicated staff.</p> <p>During the year ending March 2023, it was noted that 3,226 Associates had been successful in passing their Advanced Test.</p> <p>SD shared that there had been a loss of £1.7m and noted that the three key contributing factors to this deficit had been:</p> <ul style="list-style-type: none"> - £700k on investments. This amount reflected many investment holdings during the year. Specialist investment advisors had been appointed to review and adjust our investments policy. - £700k on transformation activity to ensure IAM RoadSmart was sustainable for the future; and, - An expected operating deficit of £300k. <p>SD addressed resolution 3, the proposed raise in membership fees, and asked for the support of the membership to help offset some of the financial pressures until a sustainable position could be achieved.</p>
4.0	<p>CEO Report</p> <p>Antony Kildare (AK) gave his thanks to the Chair, Trustees and members who had committed their time to attend and shared that IAM RoadSmart's purpose was the advancement of road safety and noting that the members and volunteers were the lifeblood of the charity.</p> <p>AK noted that the number of road deaths had remained at 1,500 a year for the past ten years and that IAM RoadSmart's determination to change this had grown. AK advised that IAM remained the UK's largest road safety charity and shared that the transformation work was underway which fed into the charity's 3-year plan.</p> <p>Nick Lyes (NL) had been recruited as Policy and Standards Director which completed the Senior Leadership Team. Positive progress had been made in evolving partnerships and working with key influencers to elevate and modernise the brand through addressing relevant topics such as diversifying the membership and developing more high-profile policy and campaign activity, as well as lobbying government.</p> <p>A 'Steering Futures' campaign, launched in September 2023, continued to make education and upskilling relevant and fun for younger audiences whilst diversifying the charity's offering and growing its reach. AK noted that funding would be required for further implementation.</p> <p>AK closed his speech by confirming that the charity was facing uncertainty within the current market and economic climate and that tough decisions would need to be made around the pricing to future proof the charity. AK was committed to working collaboratively with all Groups and members to build a sustainable future for the IAM RoadSmart community and the charity for many years to come.</p>

Item:	Subject
5.0	<p>Finance Director Report</p> <p>Andrew McLachrie (AM) presented the financial statements for the year ended 31 March 2023 and noted that these were available to all members on the website. AM provided assurance that the material loss of £1.7m was attributed to the transition of the charity into a sustainable organisation with a stable financial future.</p> <p>The increase in membership fees was addressed noting that an increase would assist in the desire for operational sustainability.</p>
6.0	<p>Questions</p> <p>For ease of reference, the questions raised, along with answers and clarifications, have been provided online at: https://www.iamroadsmart.com/agm-2023</p>
7.0	<p>Voting on Resolutions</p> <p>Proxy votes had been received from Members who were not present at the meeting, therefore the Chair declared a poll on all resolutions.</p> <p>Notice of the meeting taken as read met no objections.</p> <p>Resolution No. 1 – To receive and consider the Report of the Council and the financial statements for the year ended 31st March 2023.</p> <p>The Report of the Council and the Financial Statement for the year ended 31 March 2023 were received, considered, and approved by the meeting including the following proxy votes:</p> <p>For – 75 Against - 0 Abstentions – 1</p> <p>The Chair explained that 8 Council Members were retiring by rotation or newly appointed and stood for re-election.</p> <p>Resolution No. 2.1 – Tom Kelman retires from the Council at the Annual General Meeting under Article 21, and being eligible, offers himself for re-election.</p> <p>The Resolution to re-elect Tom Kelman, who retired by rotation, as a Council Member was approved including the following proxy votes:</p> <p>For – 72 Against – 1 Abstentions – 3</p> <p>Resolution No. 2.2 – Victoria Milford retires from the Council at the Annual General Meeting under Article 21, and being eligible, offers herself for re-election.</p> <p>The Resolution to re-elect Victoria Milford, who retired by rotation, as a Council Member was approved including the following proxy votes:</p> <p>For – 73 Against – 1 Abstentions – 2</p> <p>Resolution No. 2.3 – Sarah Whiteside-Jones retires from the Council at the Annual General Meeting under Article 21, and being eligible, offers herself for re-election.</p> <p>The Resolution to re-elect Sarah Whiteside-Jones, who retired by rotation, as a Council Member was approved including the following proxy votes:</p> <p>For – 72 Against – 1 Abstentions - 3</p>

Item:	Subject
	<p>Resolution No. 2.4 – Angela Bell retires from the Council at the Annual General Meeting under Article 21, and being eligible, offers herself for re-election. The Resolution to re-elect Angela Bell, who retired by rotation, as a Council Member was approved including the following proxy votes:</p> <p>For – 73 Against – 1 Abstentions - 2</p> <p>Resolution No. 2.5 – Rupert Newman retires from the Council at the Annual General Meeting under Article 21, and being eligible, offers himself for re-election. The Resolution to re-elect Rupert Newman, who retired by rotation, as a Council Member was approved including the following proxy votes:</p> <p>For – 73 Against – 1 Abstentions - 2</p> <p>Resolution No. 2.6 – Mark Powell retires from the Council at the Annual General Meeting under Article 21, and being eligible, offers himself for re-election. The Resolution to re-elect Mark Powell, who retired by rotation, as a Council Member was approved including the following proxy votes:</p> <p>For – 73 Against – 1 Abstentions - 2</p> <p>Resolution No. 2.7 – Mark Armitage retires from the Council at the Annual General Meeting under Article 21, and being eligible, offers himself for re-election. The Resolution to re-elect Mark Armitage, who retired by rotation, as a Council Member was approved including the following proxy votes:</p> <p>For – 72 Against – 1 Abstentions - 3</p> <p>Resolution No. 2.8 – Nick Lomas retires from the Council at the Annual General Meeting under Article 23, and being eligible, offers himself for re-election. The Resolution to re-elect Nick Lomas, who retired by rotation, as a Council Member was approved including the following proxy votes:</p> <p>For - 73 Against – 1 Abstentions - 2</p> <p>Resolution No. 3.1 In accordance with Article 9.2.2, the annual membership fee payable to the IAM shall be increased to £47.00 for all Full Members from 1 April 2024. This subscription shall be discounted to £43.00 for all Full Members who pay by direct debit. The resolution to increase the annual subscription fee for all Full Members was approved including the following proxy votes:</p> <p>For – 51 Against – 20 Abstentions – 5</p> <p>Resolution No. 3.2 In accordance with Article 9.2.2, the annual membership fee payable to the IAM shall be increased to £66.00 for all Fellow Members from 1 April 2024. This subscription shall be discounted to £61.00 for all Fellow Members who pay by direct debit.</p>

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	<p>The resolution to increase the annual subscription fee for all Fellow Members was approved including the following proxy votes:</p> <p>For – 51 Against – 20 Abstentions – 5</p> <p>Resolution No. 4 – To deal with any ordinary business.</p> <p>No ordinary business was raised.</p>
13.0	<p>Close of Meeting</p> <p>The Chair thanked all Members for taking the time to attend the AGM online and in person, for their enthusiasm and for their support over the past year.</p> <p>There being no further business, the meeting was declared closed.</p>
	<p>Date of Next Meeting: 14 November 2024</p>