

Meeting Annual General Meeting 2021

Date 20 July 2021

Time 13:00

Chair President – Rachel Skinner

Attendance Director General & Secretary, Nick Baveystock; Deputy Director General and Managing Director, Thomas Telford Ltd., Chris Gibson; Group Finance Director, Susan Bailey; Director Membership, Sean Harris; Head of Governance, Pat Marsh; Governance Executive, Jack Buckee and the following members attended:

A Alder, A Baldwin, A Bangasser, R Bayfield, J Beck, E Bingham, P Blair-Fish, J Bregulla, N Brent, R Bulubench, G Burrows, R Calleja, G Castka, N Chan, R Coackley, M Colton, A Coy, G Cutts, B Danha, S Dellow, R Doolan, M Espa, F Falchieri, R Fan, N Faustin, N Fauvergue, N Fernando, T Frost, S Gough, J Hall, D Heavens, D Hirst, K Ho, K Howells, M Imani, P Isgar, M Jamieson, I Jenkinson, S Joao, R S Jones, G Jurkonyte, C Kelly, S Khisaf, N L, Z Lim, J Lineham, J Lores-Casalinas, V Ly, J Marshall, J Martin, B McGrath, P McMahon, W Michell, A Mitchell, P Mitchelmore, N Nedumpallile Vasu, T O'Dwyer, M Papantou, H Parikh, P Parikh, G Paul, V Pilitsis, D Pittal, D Porter, L Rew, S G Robertson, J Rushton, J Samuel, N Sandberg, I Sauca, J Spruce, E Talbot, J Venables, E Webb, B Weller, H Williams, K Wolverson, J Louise Wood, G Yates, Y Zhou.

733 The President welcomed members attending the Annual General Meeting, held via WorkCast, and gave an overview of the meeting. The notice convening the meeting had been circulated to all members on 1 June 2021. The Director General & Secretary shared a few points of meeting etiquette in order to ensure that the meeting was run efficiently.

Minutes

734 The Minutes of the previous Annual General Meeting held on 21 July 2020 had been published on the ICE website.

735 The President read the resolution: "That the minutes of the previous AGM held on 21 July 2021 are taken as read and an accurate record of the meeting". The meeting agreed the resolution unanimously.

Appointment of Auditors for 2021

736 The President reported that the Trustee Board had proposed the auditors "haysmacintyre LLP" be reappointed for 2021.

737 The President read the resolution: "That haysmacintyre LLP be appointed the Auditors for the current year". The meeting agreed the resolution unanimously.

Trustee Board members elected for the 2021-2022 session of the Institution

738 The President reported that the following had been elected as Trustee Board members for the 2021-2022 session of the Institution:

President

Edward James **McCANN**

Vice Presidents

Professor James **HALL**

Keith John **HOWELLS**

Anusha **SHAH**

Richard **THRELFALL**

Ordinary Members

Dr Sabih **KHISAF**

Jonathan **SPRUCE**

Paula **McMAHON**

Nominated Member

Liz **WAUGH**

Council Appointee Members

Andy **ALDER**

Richard **BAYFIELD**

Julie **BREGULLA**

Report of the Scrutineers on the Trustee Board and Council election and Royal Charter and By-law ballot with effect from the 2021-2022 session of the Institution

739 The President announced that the votes in the ballot had been counted by Civica Election Services, acting as independent scrutineer. Scrutineers appointed by the Trustee Board from among the Corporate Members were Richard Coakley, Claire Gott, Bill Grose and Dr Jane Smallman who had certified that the votes had been accurately recorded and counted.

740 The President then announced the results of the ballot reported by the Scrutineers. The new incumbents would take office from 2 November 2021.

General members of the Council

Lucy **REW**

David Randell **COLES**

Ivor M H **THOMAS**

Dr Priti **PARIKH**

Jim **MARTIN**

Regional members of the Council

ICE East Midlands:	Edward BINGHAM
ICE West Midlands:	Yvonne AUST
ICE Northern Ireland:	Philip BROWN
ICE North West:	Jeff ASHURST
ICE South West:	Katy TOMS

Graduate members:

Rebecca **BARKHAM**
Daaoud **SHAFI**

Resolutions affecting the ICE's By-laws

741 The President announced that Members were asked to vote on resolutions concerning the extension of voting rights for Technician and Graduate members; the updating of ICE's Professional Conduct rules in line with Engineering Council Guidance; amendments to remove inactive membership grades; and to ensure correct grammar is used throughout the By-laws.

742 The President announced the results of the ballot. Members approved all **five** resolutions:

RESOLUTIONS	% AGREED
Resolution 1	98.3%
Resolution 2	84.1%
Resolution 3	72.5%
Resolution 4	72.0%
Resolution 5	69.5%

743 The Director General & Secretary announced that the Scrutineers had reported that the total number of eligible voting members this year was 46,352. The main method of voting was via the internet. Those who did not wish to vote online were able to opt for a paper ballot. A paper ballot was also issued to those with undeliverable emails. This year's turnout for trustee positions was 8.6%. This year's turnout in the Council election of General Members was 8.2%, up on last year's 7.2%. The voting returns for the election of Graduate members to the Trustee Board was 4.5%, down on the 2019 figure of 6.3%. The voting returns for the resolutions were 6.3%, up on the 2020 figure of 6.3%.

744 The President thanked the scrutineers on behalf of the Institution for undertaking this role, adding that voting papers will be destroyed by CES after the requisite six-month period.

Annual Report and Consolidated Financial Statements for the year ending 31 December 2020

- 745 The President informed members that the Trustee Board had approved the Annual Report and the Consolidated Statement of Financial Activities for 2020, which had been prepared in the format required by the Charity Commission. Copies of the Report and Financial Statements for 2020 had been posted on the ICE website together with a summary of the Accounts. Hard copies were available to members by post and any member may request a copy. The President addressed the meeting on the state of the Institution. The address is published at Annex A to these minutes.
- 746 The President invited questions from those in attendance.
- 747 John Beck asked whether the Scrutineers' Report on the ICE Ballot for 2021 would be published. The Director General & Secretary responded that the report would be published following the meeting.
- 748 Ian Jenkinson asked what proportion of ICE's investments are placed in funds that support the UN SDGs. The Group Finance Director responded that the Trustee Board had approved a new investment policy in 2020 in line with the UN SDGs. At year-end, ICE were in the process of transitioning in moving towards the policy. As of now, all of ICE's equity investments are fully in ESG funds.
- 749 David Hirst asked whether the Institution's auditors would be changed after three years. The Group Finance Director stated that the Institution's official policy is that there must be a formal review by the Audit Committee after five years, mandatory tender at 10 years and mandatory change after 20 years. The Audit Committee currently conduct a review of the auditors each year and would recommend a change in auditors if they were not satisfied. It is expected that the auditors shall hold a term of between three to five years.
- 750 Jose Lores asked for the Director General & Secretary's view in regards to the drop in total ICE membership figures between 2019 to 2020. The Director General & Secretary responded that the principal reason for the drop is the pandemic. ICE had not been able to carry out its university outreach programmes, which had resulted in a drop in student membership in 2020. The Director General & Secretary stated that ICE is one of only two UK engineering institutions that had grown its professionally qualified membership between 2019 and 2020. Additionally, in early 2021, ICE's student membership numbers had recovered to pre-pandemic levels.
- 751 The President thanked the members who had attended, and the meeting closed at 13.28.



Annex A

Address to the Annual General Meeting 2020 By the President of the Institution of Civil Engineers

Address to the Annual General Meeting 2021 by the President of the Institution of Civil Engineers

Ladies and gentlemen,

Welcome and thank you all for 'virtually' attending the 2020 Annual General Meeting of the Institution of Civil Engineers. I am delighted and honoured to be able to report on our 2020 activities.

When I gave my Presidential Address in November 2020, I set out my vision for ICE. I believe that there is an urgent need and opportunity for civil engineers across the world to reduce the billions of tonnes of carbon dioxide emissions that relate directly to the design, build and long-term use of our infrastructure.

When I stood up in One Great George Street to deliver my speech and present my film 'Shaping Zero', we were still in the midst of the pandemic; we had to observe social distancing within the building and new lockdown measures were introduced just days before preventing more than 6 people meeting with each other indoors.

It was the first digital-only Address in the Institution's history and attracted a global audience of thousands. Since November, many more thousands of people have chosen to view the Address and film.

We began 2020 with an ambitious programme in line with a long-term strategy agreed by the Trustees. This set a bold path for ICE's continued ability to deliver: a high-quality knowledge programme; high-level and influential policy work; consistently improving membership services; and a clear-eyed view of our role in helping to achieve the UN Sustainable Development Goals.

Then in early 2020, the world changed as the tragedy of the Covid-19 pandemic took hold.

I am proud to say that the ICE moved with incredible speed, flexibility, and agility in responding to an unprecedented and constantly changing situation.

In February, we developed contingency plans, drawing on the valuable experience of our staff and members in South East Asia and particularly in Hong Kong, who had more expertise in handling similar situations.

Thanks to this foresight, the lockdown in March in the UK, where most of our staff are based, resulted in minimal disruption to services as staff migrated to remote working within 48 hours.

The events that were in the diary swiftly became online events, with attendee numbers not being affected.

An entire new event series was created, including the Global Strategy Sessions and the Prestige Lectures. These successful lecture series attracted global audiences in the thousands.

We mitigated the broader knowledge programme to be delivered entirely digitally, creating a level of knowledge exchange we have never before achieved.

We also created a new system to conduct our Spring Professional Review's digitally. This meant the programme continued unabated, and we met all our pre-pandemic targets for professional qualification.

I am extremely proud of how quickly the ICE adjusted to the change, and the results that we have seen speak for themselves.

Aside from our events programme, the year also required precise, professional, and continual executive management. The Institution relies heavily on the performance of its trading subsidiary, Thomas Telford Limited (TTL) to fund member services. TTL managed the effects of lockdowns on its internationally renowned events business. Difficult decisions were taken on staffing across the Institution and savings were made within the back office. Performance forecasts were reforecast repeatedly, prioritising the delivery of our charitable objectives. I am pleased to report that these efforts have paid off, and the Institution is now in a robust financial position as we continue through what we expect to be further periods of economic uncertainty.

We also continued our Enabling Better Infrastructure programme to unlock better procurement processes, value, social and economic outcomes and to address shared global challenges in a sustainable way.

This brings me neatly to the future of the ICE. Despite the manifest difficulties of the pandemic, we have built a comprehensive programme of activities and work streams designed to safeguard the future of populations around the world. Core to these is the help of our profession to help achieve carbon 'net zero' and mitigate climate change.

Our 2020 State of Nation report examined the contribution of the UK's infrastructure systems in achieving net-zero by 2050. By drawing on the work of the Committee on Climate Change and its advice on net-zero, our report recommended a series of high-level policy solutions for government and industry to overcome the challenges for

achieving net-zero emissions. It highlights that we cannot simply build our way to net zero; many of the infrastructure assets needed in 2050 are already built, so we must also focus on better using our existing assets. Transforming infrastructure for net-zero is also an opportunity to level up regions throughout the UK, overcome regional inequalities, build new green economy skills and workforces, and push this crucial agenda with decision makers.

These efforts will secure ICE's place as one of the world's leading professional institutions.

I would like to thank both the Trustee Board and Council for their work throughout the year. When a global crisis takes hold, it is easy to lose sight of touchstones that show us things that will improve in time. We have worked hard to ensure that there is light at the end of the tunnel. We are all fortunate enough to be able to count the longevity and presence of the Institution as one of those many touchstones.

We are more than simply a professional body. We are a group of passionate, like-minded and talented engineers committed to making the world a better place.

We emerged from 2020 more sure of that than anything else. As members of ICE, all of us should be proud of that fact and proud of ourselves.

Finally, it would be remiss of me not to thank my predecessor Paul Sheffield who steered the Institution with calm professionalism and provided strong leadership, moral support and wise guidance throughout what was one of the most challenging years imaginable for a President. We would be in a very different place were it not for his leadership and inspiration.