

**Meeting** Annual General Meeting 2020

**Date** 21 July 2020

**Time** 13:00

**Chair** President – Paul Sheffield

**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; Director Communications, Simon Creer; Director Group Support Services, David Tullett; Head of Governance, Pat Marsh; Governance Executive, Jack Buckee and the following members attended:

A Alder, J Ashurst, T Barber, R Bayfield, J Beck, N Brent, J Brittan, G Castka, N Chan, P Chan, R Coackley, J Cochrane, A Coy, F Cremin, G Cutts, S Dellow, S Dowding, O Elayyan, P Elliot, G French, T Frost, K Fung, V Gopaul, J Green, B Gwena, D Hattersley, D Hirst, K Howells, R Hunter, P Jowitt, G Jurkonyte, W Kemp, E Kent, S Larkin, J Lores-Casalinas, C Mak, A Mcavoy, A Miles, P Mitchelmore, R Mugume, D Murphy, G Ogden, B O’Loan, D Oola, D Orr, S Pallett, C Pallett, J Park, D Porter, L Rew, S Rikabi, S Robertson, O Sala, R Skinner, J Smallman, W Strong, R Taylor, J Venables, G Walker, N Wallace, B Weller, E Yan.

714 The President welcomed members virtually attending the Annual General Meeting, held via WebEx. The Notice convening the meeting had been circulated with the Council election information on 1 June 2020.

The Director General & Secretary shared a few points of meeting etiquette in order to ensure that the meeting was run efficiently, as this was the first virtual ICE Annual General Meeting.

#### **Minutes**

715 The Minutes of the previous Annual General Meeting held on 23 July 2019 had been published on the ICE website.

716 The President read the resolution: “That the minutes of the previous AGM held on 23 July 2020 are taken as read and an accurate record of the meeting”. The meeting agreed the resolution unanimously.

#### **Appointment of Auditors for 2020**

717 The President reported that, after due considerations, the trustees had recommended that the Institution changes its auditors this year.

718 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 2020-2021 session of the Institution**

719 The President reported that the following had been elected as Trustee Board members for the 2020-2021 session of the Institution:

**President**

Rachel Susan **SKINNER** CBE

**Vice Presidents**

Professor Jim **HALL**

Keith **HOWELLS**

Dr Sabih **KHISAF**

Edward James **MCCANN**

Emer **MURNAGHAN** OBE

Anusha **SHAH**

Richard **THRELFALL**

**Ordinary Member**

Liz **WAUGH**

**Council Appointee Members**

Andy **ALDER**

John **BECK**

Gary **CUTTS**

**Report of the Scrutineers on the election of members to Council with effect from the 2020-2021 session of the Institution**

720 The President announced that the votes in the Council election had been counted by Civica Election Services, formerly known as Electoral Reform Services, acting as independent scrutineer. Scrutineers appointed by the Council from among the Corporate Members were Richard Coakley and Adrian Coy, who had certified that the votes had been accurately recorded and counted.

721 The President then announced the results of the Council ballot reported by the Scrutineers. The new incumbents would take office from 3 November 2020.

**General members of the Council**

Julie **WOOD**

Njemile **FAUSTIN**

Sally **WALTERS**

David Norman **PORTER**

**Regional members**

**ICE North East:**

Graham **YATES**

**ICE Wales:** Sarah **JONES**

**ICE Hong Kong:** Ken **HO**

**International members**

**ICE Americas:** Julian **LINEHAM**

**ICE Asia Pacific (Non-HK):** Matthew James **COLTON**

**ICE Middle East & Africa:** Mark Esdaile **JAMIESON**

**Resolutions affecting the ICE's By-laws**

722 The President announced that Members were asked to vote on resolutions concerning the balance of the Trustee Board; the method of appointing and dismissing trustees; and on changes to the rules for attendance, and voting, at a Special General Meeting.

723 The President announced the results of the ballot. Members approved all seven resolutions:

<b>RESOLUTIONS</b>	<b>% AGREED</b>
Resolution 1	<b>96.9%</b>
Resolution 2	<b>96.0%</b>
Resolution 3	<b>97.1%</b>
Resolution 4	<b>97.0%</b>
Resolution 5	<b>97.1%</b>
Resolution 6	<b>97.6%</b>
Resolution 7	<b>96.5%</b>

724 The Director General & Secretary announced that the Scrutineers had reported that the total number of eligible voting members this year was 46,423. 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 was 7.2%, down on last year's 9.1%. CES had advised turnout had been down for all PEIs running elections during this COVID-19 period. There are no voting returns for Graduate members as no graduate stood for election to Council this year. Therefore, there was no Graduate election in this year's Ballot. Under the Council's Constitution and Terms of Reference, this post will be filled as a casual vacancy and Chair Graduates & Students Network had been asked to nominate a Graduate Member of Council. The Director General & Secretary announced that the voting returns for the resolutions were 6.3%, down on the 2018 figure of 8.9%.

725 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 2019**

- 726 The President informed members that the Trustee Board had approved the Annual Report and the Consolidated Statement of Financial Activities for 2019, which had been prepared in the format required by the Charity Commission. Copies of the Report and Financial Statements for 2019 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.
- 727 The President invited questions from those in attendance and announced that a number of questions had been received via email prior to the meeting.
- 728 The President read a question submitted prior to the meeting which asked what the Institution had done to ensure members had been able to keep up to date with CPD when they are unable to travel widely. The Director General & Secretary responded that the majority of the ICE's knowledge programme had moved to a digitally delivered mechanism. This programme had seen the introduction of strategic lectures; an upgrade to the ICE website; virtual visits from the ICE President and Vice Presidents to the regions; an increased number of blogs and better signposting of digital content in the member e-newsletter. The Director General & Secretary added that the online lectures had attracted up to ten times the number of attendees than a physical lecture would, which overall had improved the quality of discussion in the lectures. The President commented that he felt the virtual meetings with members that he had conducted in this period had been very encouraging.
- 729 The President read a question submitted prior to the meeting which asked what the Institution had done to mitigate any effects of the Covid-19 Pandemic. The Director General & Secretary responded that ICE had been reactive to local circumstances – for example, the cancelling of face-to-face meetings initially in Hong Kong, a policy later adopted in the United Kingdom. He added that the Digital Knowledge programme, which he had already spoke upon, was another example of ICE's reaction to Covid-19. The Director General & Secretary stated that another action taken to mitigate the effects of the Covid-19 pandemic had been to move from face-to-face professional reviews to digital reviews. The Director General & Secretary commended the Membership Committee and its panels for acting swiftly to make the change to address the 800 professional reviews that had been postponed. The Director General & Secretary added that digital delivery of reviews had been extremely effective and had received positive feedback from those taking reviews and from reviewers.
- 730 The President stated that Peter Elliot had asked a number of questions in advance of the meeting regarding transparency and member participation. The Director General & Secretary responded to a question which asked why ICE does not publish email addresses for trustees and Council members,

stating that ICE are not allowed to publish the personal email addresses of trustees and Council members. There had been a trial of allocating ICE email addresses to trustees, but it was found to be more effective for people to use a central inbox that is monitored by ICE staff as it guarantees emails will be delivered.

731 The Director General & Secretary responded to another of Peter Elliot's question, which asked how ICE would increase attendance at Annual General Meetings by ordinary members, i.e., those members who were not past or current Trustees or Council members. The Director General & Secretary responded that the 2020 Annual General Meeting had demonstrated an increase in member participation. A physical meeting would normally attract ~30 members, while the virtual meeting had attracted ~78 participants. The Director General & Secretary stated that ICE had instituted a comprehensive communications campaign, which included email messages, NCE articles and information on the ICE website, to encourage member participation in the ballot and at the AGM.

732 The President thanked the members who had attended, and the meeting closed at 18.32.

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**Annex A**

**Address to the Annual General Meeting 2020 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 2019 activities.

When I gave my Presidential Address in November 2019, I set out a twin challenge for our industry to truly grasp and make the most of the technology that is available to us today to improve our efficiency – whilst at the same time focusing on getting the basics right in all that we do.

Of course, when I wrote my Address, it was written with a very different social context to where we find ourselves now. The pandemic that we have been living with over the last six months has forced us to embrace new ways of doing things, in all areas of life – but that twin challenge is still very pertinent.

The way we have been able to adapt our work to suit this Covid 19 world shows that we are creative, diverse and intelligent and can respond to adversity quickly and positively.

During the lockdowns we have been forced to confront issues that have been around for too long: our drive to reduce carbon especially in infrastructure systems, the changing nature of working patterns, and the industry challenges of productivity and modernization – all of these have contributed to improving air quality for us all.

The Institution continues to build on the success of our bicentenary year drawing on the lessons we learned during 2018. Our Charter is very clear that the Institution’s purpose is to work to build and maintain a sustainable natural world and to enhance the lives of those living in it.

Our State of the Nation Report in 2019 looked at infrastructure and housing. In 2020 our State of Nation report examines the contribution of the UK's infrastructure systems in achieving net-zero by 2050. By building on the work of the Committee on Climate Change and its net-zero advice, our report recommends 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 and build new green economy skills and workforces and our Public Affairs and Policy team are pushing this crucial agenda with decision makers.

Alongside this sits ICE's Carbon Project, which is now being led by my successor Rachel Skinner. This Project will use our convening power to bring together our members, decision makers and experts to collectively tackle some of the challenges we face in reaching net zero in our sector. We will be utilising the unique opportunity that COP26 presents and creating a long-term programme of collaborative work. By sharing knowledge and best practice, we can help to deliver low-carbon solutions across the industry.

ICE was founded to create a forum where civil engineers could convene to share their thoughts, challenges, and insights. The Carbon Project has this at its heart.

Because our Institution is full of people who, through their passion and endeavours, are making a positive difference to the lives of millions of people.

Overall membership numbers grew by a net 1.9%, reflecting increases in Graduate and Student membership numbers, and Associates (25% growth). Geographically, growth was driven by increases in the UK and Asia Pacific. It was again pleasing that the number of female members grew by over 6% to nearly fourteen thousand (2018: 12,946) and now represents 14.5% of total membership, up nearly 1% on last year.

Our membership and our industry is modern, forward thinking and innovative.

We design for tomorrow.

We build for the future.

We create a better world.

But it's not just what we do that is important, it's the way we do what we do and the quality of our people, that makes the ICE's members so special.

The *Enabling Better Infrastructure* report drew on insight from our members, governments, investors and communities around the world to collate and highlight examples of best practice of infrastructure procurement. This tricky - and often emotive - issue is a challenge that faces almost every political administration, whether national, regional or local, and the report established twelve principles to support decision makers.

Since the beginning of my Presidential year I have spoken about the two huge challenges that the world faces, both well documented, and both of which require mitigation measures now: the effects of climate change; and the growing size of the world's population. We now must add a 'third' – and that is how we will overcome the challenges that the global pandemic has thrown in our path

In 2018 the Institution brought together over 3,500 senior infrastructure professionals from across the world with the explicit aim of turning the many words written about the UN SDGs into practical action.

Throughout 2019 the ICE collaborated with other global bodies to develop a sustainable route map to support the implementation of the UN SDGs. We set out our thinking at the meeting of the World

Federation of Engineering Organizations summit in Melbourne in November. We continue to reach out to those who operate in this space to work with them to help build an enduring and sustainable world.

I would like to pay credit to Past President David Orr and his Commissioners who worked tirelessly throughout the year to review the Institution's governance arrangements. Their report, which has been accepted in full by both the Institution's Council and Trustee Board, provides sensible, constructive and achievable recommendations. This allowed the Institution to focus on our purpose of work towards building and maintaining a sustainable world, secure in the knowledge that our governance arrangements are absolutely fit for purpose.

It would be remiss of me not to acknowledge and express my deep personal gratitude to our membership who contribute insight, wisdom and energy, and huge amounts of their own time to support the Institution in all its activities. Members who do not *just* wear hard hats and mucky boots; who are using their skills to help create a sustainable future - which is our biggest challenge. The pandemic has allowed us to shift the paradigm, letting it lie at the heart of everything we do. Because it's our members that are practicing today who are solving tomorrow's problems.

Finally, I would like to thank my predecessor Andrew Wyllie for his huge contribution to the successes of 2019.