

THE CHARTERED INSTITUTION OF HIGHWAYS AND TRANSPORTATION
ANNUAL GENERAL MEETING

Minutes of the thirteenth Annual General Meeting held as a hybrid meeting at 119 Britannia Walk on 21st June 2023. The meeting started at 16.30hrs.

The President Neil Johnstone took the chair and explained how the hybrid AGM would be run and it was confirmed that the meeting was quorate.

NOTICE: The Notice convening the meeting was taken as read.

MINUTES: The Minutes of the eleventh Annual General Meeting of CIHT held on 23rd June 2022 were approved. The motion to approve the minutes, proposed by Neil Johnstone and seconded by Deborah Sims, was carried unanimously.

REPORT: The President confirmed that the Annual report and accounts had been available on the website from 19th May 2023 and highlighted that the Trustees' Report is included in the statutory accounts which are a public document filed with the Charity Commission. The annual report includes feedback on our achievement of CIHT's strategic aims and performance highlights for 2022, a statement on how we deliver public benefit, and confirmation from Trustees that CIHT is accounted for as a going concern, among other matters. The President proposed acceptance of the Report. Richard Llewellyn seconded the motion which was agreed unanimously.

ACCOUNTS: Simon Hindshaw, Honorary Treasurer, reported on the 2022 Annual Accounts. He informed members that the Group reported an annual overall deficit of £236k after the results on investments. The deficit reflects a £135k reduction in the value of our investment holdings, £89K net spend on restricted funds (of which £86k relates to the expenditure related to the Manual for Streets 3 project), and a £206k net movement on use of designated funds. All other income streams are broadly consistent, with trading income via Appian rising significantly mainly due to the return of the Annual Luncheon in 2022. However, our balance sheet remains strong and there has been very little impact in the total net assets. The external audit was carried out by Sayer Vincent and no significant issues were found, resulting in an unqualified audit. The Trustees carried out the analysis of the forward financial projections to support our going concern statements in the report. This assessment was scrutinised by the external auditors who concurred with the judgment that Trustees had reached. The Honorary Treasurer proposed the Accounts be adopted. This was seconded by Karen McShane. The motion was carried unanimously.

AUDITORS: The President proposed that Sayer Vincent be reappointed as CIHT's Auditors. Steve Carmody seconded this motion which was carried unanimously.

OFFICERS: The President announced that Council had elected the following to serve as Honorary Officers for 2023-24:

Karen McShane President

Glenn Lyons Vice President

Simon Hindshaw Honorary Treasurer

The AGM confirmed the recommendation to appoint the Honorary Officers as seconded by Council. The motion was carried unanimously.

ELECTION OF COUNCIL MEMBERS: Peter Dickinson, Chief Scrutineer, presented his report. An online ballot had been conducted once again through specialist company Mi-Voice. The results of the election for Ordinary Members were as follows:

1,062 valid votes were cast online. In alphabetical order, the following candidates were duly elected to serve on the Council for the next three years:

Dr Fred Amonya

Andrew Boyle

Steven Carmody

Claudia Currie

Owen Jenkins

Chris Young

Four candidates stood in the Regional elections this year, and the following four were elected:

Nik Bowyer CIHT South West

Stephen Cragg CIHT Scotland

Derek Palmer CIHT East of England

Kaine Lynch CIHT Northern Ireland

The report confirmed that Mi-Voice had been instructed to destroy the ballot papers.

The President congratulated those successfully elected.

The President also made members aware that, Following the resignation of an Ordinary Council member in June, one additional Council vacancy has become available for 2023-24. Council confirmed that the new Council vacancy be filled by appointing the candidate with the next highest number of votes in this year's elections: Dennis Symmons.

CHANGES TO CIHT'S STANDING ORDERS: Recommended changes to the Standing Orders were approved by trustees and pertain clarifications on who qualifies as an Emerging Professional and standardisation of the quorum for Regional AGMs so it aligns with CIHT's Annual General Meeting (i.e., replace corporate with voting members), and to clarification that voting for Regional Officers can be done via a written ballot in hard copy form or electronically. MT also suggested replacing the requirement for nominees and supporters for the election of

regional officers and committees to be fully paid up members with being voting members so it is consistent with the rules for the AGM.

The proposed changes are:

- To address changes arising from feedback from members of the network, it is proposed that the term 'Young Professional' is changed to 'Emerging Professional' and that the 'Young Professional Committee' is replaced by the 'Emerging Professionals Network'.

Furthermore, the following additions (underlined in the text below) are recommended to clarify who qualifies as an Emerging Professional.

Under article 5.2 - Terms of Office:

d) Nominated Members are appointed by Council. They serve for one year at a time and are eligible for reappointment but the total period of service as a Nominated Member must not exceed six years whether consecutively or in aggregate. Unlike other members of the Council, Nominated members do not need to be voting members of the Institution. There are three groups of Nominated members:

i) Up to six of the nominated members should be representatives of membership normally with up to 7 years' experience in the sector or a CIHT Member and in the Student or Apprentice Membership category, or a member who is 35 years or under.

- Changes related to Regional AGMs and the Election of Regional Officers and Committee

The recommended changes aim to standardise the quorum for Regional AGMs so it aligns with CIHT's Annual General Meeting (i.e., replace corporate with voting members), and to clarify that voting for Regional Officers can be done via a written ballot in hard copy form or electronically. The suggested amendments can be found below:

Under article 13.6. - Annual General Meetings

An AGM shall be held not later than 31 May each year at such time and place as the Committee decides. Members shall be informed of the date of the AGM at least 30 days prior to the date via email or direct mail or an advertisement in the Institution's journal. The quorum for the AGM must be a minimum of ten ~~corporate~~ voting members of the Region or Nation.

Under article 13.7. - Election of Officers and Committee

Nominations for Officers and Committee members shall be invited with the notice advising members of the date of the AGM and such nominations sought by a specific date.

Each nomination must be supported by four Region or Nation members and accompanied by a signed declaration that the nominee is willing to serve if elected.

Nominees and their supporters must be ~~fully paid up~~ voting members of the Institution.

Where a vote is required on a motion to appoint Region or Nation Officers or Committee membership to a position to be filled and there are two or more Members nominated for that position, voting may be either by a show of hands or if the Chair or the person presiding thinks fit, by written ballot so that the Member receiving the highest number of votes shall be elected. The Secretary to the Committee shall organise the written ballot.

a) Process for written ballot

Where there are two or more candidates for positions of Region or Nation Officers or Committee membership, the Secretary shall send to each voting member of the Region or Nation a balloting list containing the names of the candidates, brief biographical details and where relevant, past committee attendance records, together with details of the vacancies to be filled. Completed balloting lists must be returned to the Secretary without any identification marks not later than 48 hours before the commencement of the AGM.

The Committee, or with its authority the Secretary, shall appoint two scrutineers who are not members of the Committee, to whom the ballot papers shall be delivered unopened for scrutiny and counting, either via hard copy or electronically. The result of the ballot, signed by the scrutineers, shall be given to the Secretary for announcement at the AGM.

In the event of a tie, the successful candidate(s) shall be decided by lot as the Chair may direct. If a vacancy remains unfilled, it shall be deemed a casual vacancy and may be filled by the Committee as it sees fit.

~~Members at a General Meeting may, if they so decide, authorise the Committee to elect the Officers, instead of deciding by general nomination and election, provided such authority is given by a majority of at least two thirds of those present and eligible to vote at the General Meeting to which notice of such a resolution has been given.~~

The Board of Trustees proposed that the AGM confirm the recommendation to approve the amendments to the Standing Orders. The motion was carried unanimously.

There being no matters of any other business, the President declared the meeting closed at 16:55.