

THE 13<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON MONDAY, 2<sup>ND</sup> JULY 2018 AT SEVERN TRENT WATER 2 ST JOHNS STREET, COVENTRY CV1 2LZ

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**1. Introduction (Will Pope – Chair)**

The SocEnv Chair called the AGM to order at 1500 hrs.

**2. Present, Apologies and Proxies**

There were 17 Constituent Bodies present at the meeting and proxies in place for five further Constituent Bodies which together met the requirements for the meeting to be quorate.

**Present:**

Will Pope (Chair), Ian Barker (IWater), David Barr (RSC), Martin Baxter (IEMA), Suzanne Beard (EI), Simon Benfield (IED), Tim Boldero (IWater), Ian Byrne (EI), Steve Catte (SOE), Robert Clark (IFM), Susan Clements (ICE), Dougal Driver (ICF), Terry Fuller (CIWEM), Amy Gough (CIOB), Alan Harper (IChemE), Peter Holloway (AA), John Humphries (CABE), Nick Jones (SOE), Mark Kibblewhite (IAgrE), Peter Matthews (CIWEM), Libby Meyrick (IED), Brian Robinson (IMechE), Nigel Sagar (ICE), Ross Weddle (ICF)

**Proxies:**

Sarah Beacock (NI) → Chair, Francesca Berriman (CIAT) → Libby Meyrick (IED), Stephen McKenna (RICS) → Honorary Secretary, Raymond Clark & Mervyn Calcina-Goff (SEE) → Tim Boldero, Adam Read (CIWM) → Vice Chair.

**Apologies:**

Camilla Alexander-White (RSC), Jenifer Baxter (IMechE), Sarah Beacock (NI), Francesca Berriman (CIAT), Tim Brigstocke (IAgrM), Mervyn Calcina-Goff (SEE), Raymond Clark (SEE), Richard Cooksley (IAgrM), Tony Ginda (CABE), Sally Hayns (CIEEM), David Lloyd-Roach (IChemE), Stephen McKenna (RICS), Adam Read (CIWM), Carolyn Roberts (IES), Alastair Taylor (IAgrE), Terry Watts (CIOB)

**In Attendance:**

Emma Wilcox (CEO, SocEnv), Tatum Matharu (SocEnv), Phil Underwood (SocEnv), Elaine Rutherford (SocEnv)

**3. Declaration of Potential Conflicts of Interests**

The Chief Executive of the Society will take the Chair for Agenda Item 8 (Nomination of Office Chairs and Members 2018/19) due to a conflict for those nominated for new posts.

**4. Approval of minutes from the 12th AGM, 4<sup>th</sup> December 2017**

The minutes of the 12th AGM of the Society for the Environment were approved as a true and accurate record by all those present.

**5. Chair's Report**

The Chair referred to his written report and the report to Council immediately before this meeting, and especially thanked the CEO and the Governance Task and Finish Group for an extremely busy year and their time invested in the Governance review.

**6. SocEnv 2017 Audited Annual Report & Accounts – for approval**

The 2017 Audited Annual Report and Accounts were presented to the AGM for approval.

The Honorary Treasurer reported that there had been a small deficit in-year largely caused by the additional costs of meeting rooms to meet the additional committee activity undertaken during the year, and that mitigating actions have been put in place for 2018.

The meeting unanimously approved the 2017 Annual Report and Accounts.

The Honorary Treasurer went on to propose that a tendering process for the Society's auditors for the 2018 audit onwards be undertaken during 2018/19, with the Society's current auditors, Burgis and Bullock, also being invited to tender again (this process being for efficient costing purposes and cost control, not a quality issue).

All Council Members present voted in favour of tendering process for the Society's auditors for the 2018 audit onwards.

**ACTION:** Chief Executive to run tendering process for the Society's auditors ahead of the next general meeting

## 7. **Confirmation of nominated Council Members 2018/19**

The list of nominated Council Members for each CB for 2018/2019 was detailed by the Honorary Secretary of the Society:

### **Arboricultural Association**

Peter Holloway

### **Chartered Association of Building Engineers**

John Humphries

Tony Ginda

### **Chartered Institute of Architectural Technologists**

Francesca Berriman

### **Chartered Institute of Building**

Amy Gough

Terry Watts

### **Chartered Institute of Ecology & Environmental Management**

Sally Hayns

### **Chartered Institution of Wastes Management**

Adam Read

### **Chartered Institution of Water & Environmental Management**

Peter Matthews

Terry Fuller

### **Energy Institute**

Ian Byrne  
Sue Beard

**Institute of Agricultural Management**

Richard Cooksley  
Tim Brigstocke

**Institute of Environmental Management & Assessment**

Martin Baxter

**Institute of Fisheries Management**

Stephen Axford  
Robert Clark

**Institute of Materials, Minerals and Mining**

Ian Bowbrick

**Institute of Chartered Foresters**

Dougal Driver  
Ross Weddle

**Institute of Water**

Tim Boldero  
Ian Barker

**Institution of Agricultural Engineers**

Mark Kibblewhite  
Alastair Taylor

**Institution of Chemical Engineers**

Alan Harper  
David Lloyd-Roach

**Institution of Civil Engineers**

Nigel Sagar

**Institution of Engineering Designers**

Libby Meyrick  
Simon Benfield

**Institution of Environmental Sciences**

Will Pope  
Carolyn Roberts

**Institution of Mechanical Engineers**

Brian Robinson  
Jenifer Baxter

**Royal Institution of Chartered Surveyors**

Stephen McKenna

## **Royal Society of Chemistry**

David Barr

Camilla Alexander-White

## **Society of Environmental Engineers**

Raymond Clark

Mervyn Calcina-Goff

## **Society of Operations Engineers**

Steve Catte

Nick Jones

## **8. Nomination for Office Chairs and Members 2018/19**

The following officers were elected by the Council

a) *Chair*

Nominations – Will Pope (IES)

Votes: All in Favour / No votes against

Will Pope was duly elected

b) *Vice Chair*

Nominations – Dougal Driver (ICF)

Votes: All in Favour / No votes against

Dougal Driver was duly elected

c) *Honorary Treasurer*

Nominations – Ian Byrne (EI)

Votes: All in Favour / No votes against

Ian Byrne was duly elected

d) *Honorary Secretary*

Nominations – Alan Harper (IChemE)

Votes: All in Favour / No votes against

Alan Harper was duly elected

e) *Registration Authority Chair*

Martin Baxter (IEMA) was confirmed as the Chair for the second year of his third-year term.

f) *Honorary Fellows Panel Chair*

Nominations – Carolyn Roberts (IES)

Votes: All in Favour / No votes against

Carolyn Roberts was duly elected

g) *Audit and Risk Committee Chair*

Nominations – Alan Harper (IChemE)

Votes: All in Favour / No votes against

Alan Harper was duly elected

h) *Remuneration Committee Chair*

Nominations – Peter Matthews (CIWEM)

Votes: All in Favour / No votes against  
Peter Matthews was duly elected

## 9. Proposed Governance Changes

The CEO presented the work of the Governance Task and Finish Group and proposed the governance changes to the AGM as detailed in Annex 1.

Ian Barker congratulated the Task & Finish Group on their work and the huge steps taken but queried whether the motions voted by the Members in General Meeting today are set in stone - or if there is the opportunity for minor tweaks and amendments. The meeting debated this matter, and it was resolved to introduce Motion 0 to allow the proposed Charter and Bylaws to be amended in accordance with the wishes of the General Meeting today.

### **Motion 0:**

Motion proposed to allow the Charter, Bylaws, Regulations or terms of reference presented to the General Meeting to be amended in accordance with the wishes of the Members in the Annual General Meeting ahead of a formal vote on acceptance by the same. In so agreeing, it was noted that the documents agreed today would be sent in draft form to the Privy Council, and that the Privy Council may request further amendments which would necessarily have to come back to a future General Meeting for consideration and approval.

Proposer: **Dougal Driver**  
Seconder: **Alan Harper**  
Votes: **All in Favour (22)/No votes against**  
Motion 0 approved.

### **Motion 1:**

*To apply to Privy Council to amend the Charter of the Society for the Environment to that detailed in Paper 1 subject to any amendments the Privy Council may require and which the Council agrees.*

The AGM asked if definitions could be included for General Meetings and the Board. The Honorary Secretary remarked that feedback from the Privy Council felt that definitions should be in the Regulations and not the Bylaws but had no objection to enhancing the definitions in the Bylaws. This was debated by those present, and the Chair concluded that it was the wish of the meeting that these would be extended in the Bylaws. This was agreed unanimously.

Proposer: **Honorary Secretary**  
Seconder: **Libby Meyrick**  
Votes: **All in Favour (22)/No votes against**  
Motion 1 approved, subject to the definitions amendments as noted.

### **Motion 2:**

*To apply to Privy Council to amend the Bylaws of the Society for the Environment to that detailed in Paper 2 subject to any amendments the Privy Council may require and which the Council agrees.*

Subject to motion 0, a question was raised on clause 13 of the proposed Bylaws if it enabled the Board to fill a vacancy without reference to the Nominations committee? The Honorary Secretary noted all Board appointments are subject to ratification by the members in General Meeting and that the Nominations committee was there to facilitate the identification and recommendation of candidates, for subsequent approval (or otherwise) by a General Meeting.

A question was also raised by the AGM regarding a requirement that Board members be drawn from CEnv/REnvTech registrants. The Honorary Treasurer commented that at the moment the approval of all appointments comes to General Meeting. The Nominations Committee would of course have to ensure that there was an appropriate balance of skills in the list of candidates, but in the event that it did not the General Meeting could over-rule the nominations recommended to it.

These matters were debated by those present, and the sentiments expressed around proper process, balance and skill sets were unanimously agreed.

**Proposer:** Tim Boldero  
**Second:** Alan Harper  
**Votes:** All in Favour (22)/No votes against  
Motion 2 approved.

### **Motion 3:**

*To amend the Regulations of the Society for the Environment to that detailed in Paper 3.*

The CEO noted that the outcomes from today would be sent to the Privy Council as the next stage of the process; obviously there could be minor typographical or presentational issues to correct but if anything significant, material or fundamental was suggested to be changed by Privy Council, then this would then come back to the members in General Meeting again. MB also noted that any changes to the Regulations today would be contingent upon changes to the Bylaw and Charter.

**Proposed:** John Humphries  
**Second:** Honorary Secretary  
**Votes:** All in Favour (22)/No votes against  
Motion 3 approved.

### **Motion 4**

*To agree Terms of Reference for the Advisory Council to those detailed in Paper 4*

Subject to Motion 0 this Motion enables the creation of a new Advisory Council for the Society as detailed in the associated paper with individual members from the CB, CEnv and wider environmental community.

**Proposed:** Honorary Treasurer  
**Second:** Honorary Secretary  
**Votes:** All in Favour (22)/No votes against

## **Motion 5**

*To agree Terms of Reference for the Nominations Committee to those detailed in Paper 5*

A proposal was regarding the term of office for committee members, and that a comprehensive report of the committee's process from start to finish should be supplied to the Members in each General Meeting.

The Chair noted that the meeting had progressed well, but had now used its allotted time. In the interests of allowing sufficient time for debate, and to not debate this item under time pressure or with people leaving for onward travel, the Chair suggested to hold this item for a future meeting, and invited comments in the meantime; he therefore proposed that the meeting agree to bring this item for approval to the next General Meeting.

**Proposed:**      **Honorary Treasurer**

**Second:**      **Honorary Secretary**

**Votes:**        **All in Favour (22)/No votes against**

Motion agreed to be withdrawn to be re-presented at a future meeting.

## **Motion 6:**

*To agree Terms of Reference for the Remuneration Committee to those detailed in Paper 6*

As with Motion 5, the Chair proposed that the meeting agree to bring this item for approval to the next General Meeting.

**Proposed:**      **Ian Barker**

**Second:**      **Chair**

**Votes:** **All in Favour (22)/No votes against**

Motion agreed to be withdrawn to be re-presented at a future meeting.

## **10. Any Other Business**

Next AGM 5<sup>th</sup> June 2019

**The 13<sup>th</sup> AGM closed at 1640 hrs.**