

**Minutes of the Annual General Meeting of  
The Association of Independent Professionals and the Self Employed  
26<sup>th</sup> January 2019 at 10h00  
Grange City Hotel  
8-14 Coopers Row, London, EC3N 2BQ**

**Attendees**

**Board**

Caroline Morgan	CM	Chair
Annette Nabavi	AN	
Peter Baynham	PB	Honorary Treasurer
Matthew Searle	MS	
Mandy Clarke	MC	

NomCom Robin Murray-Brown RMB Chair

IPSE Staff Chris Bryce CB Chief Executive  
Simon McVicker SMc Director of Policy & External Affairs  
Kate Krawczyk KK Minutes

Lawyer Aisling Arthur AA

**Chairman's welcome**

The Chair welcomed all to the meeting and asked if everyone present had received the appropriate paperwork for the meeting. A show of hands confirmed the necessary documentation had been received.

**Resolutions 1-3 and special resolution**

The Chair stated that there were three ordinary resolutions plus one special resolution. Questions for each resolution would be taken in turn before voting. This would be followed by questions for the Audit & Risk and Nominations Committees.

**Ordinary Resolutions**

1. To accept and approve the Report of the Board of Directors for the financial year ended 31 May 2018
2. To accept and approve the Accounts as submitted by the Board of Directors for the financial year ended 31 May 2018
3. To appoint Menzies LLP as Auditors of the Company for the financial year ended 31 May 2019

**Special Resolution**

**This requires a majority of more than 75% of those who vote**

4. THAT, pursuant to section 21(1) of the Companies Act 2006, the Articles of Association produced to the meeting, and for the purpose of identification signed by the Chairman, be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

## The following questions were asked prior to voting:

1. Can a member put the arguments against the special resolution or questions?  
Board confirmed that questions could be asked.
2. Have the Board considered the following?
  - The CC elect and advise the board, how these functions will be replaced?
  - The proposed changes will not be more democratic as members will see a vetted list of candidates for the director elections. NomCo doesn't currently have a veto.
  - The CC has an advisory role, the members forum won't have the powers to hold the board to account.It was confirmed that the Board had considered these points.
3. Have the whole membership received a clearly articulated documented process about how director elections would take place, to ensure that IPSE would get the best directors appropriate with the transparency needed?  
**PB** The Board would communicate the process to the whole membership at the point when a director election was needed. **CM** added that the whole membership would be invited to vote in the election process.
4. Would NomCom have the power to stop members being candidates?  
**MW** described the current situation where NomCom had the power to recommend candidates and candidates who wished to stand in any event were able to do so, and on the number of occasions had then been elected.  
Would this process change?  
**CM** answered that NomCom would invite all members to be candidates and yes, the current process would change.
5. What will be the cost of Members' Forum?  
**CM** and **CB** explained the structure of Members' Forum and **CB** confirmed that the cost had been included in the budget that would be submitted to the Board in April.
6. What would be NomCom structure and the power of veto to prevent any member of this organisation for standing for the board elections?  
**CM** said that NomCom would assess candidates' skills and experience against the criteria set by the Board as they currently do and these candidates would be put to the whole membership to vote on after an online hustings, as in previous director elections.
7. Have the Board considered including in the revised AoA the requirement that directors should be subject to re-election every year?  
**PB** mentioned it was considered but was not appropriate in an organisation the size of IPSE.
8. How information that is currently in the Rules document but not in the new Articles of Association will be managed?  
**CM** replied that it would be in the governance framework documents that will unpin the Articles of Association.  
What happens to the Chair term? Would CM be standing down next year after completing 2 term of 3 years?  
**SMc** confirmed that the Chair remained an elected director and the Chair term of 3 years started when the Chair was selected by the Board.
9. A good governance best practice says that directors should have terms of only 1 year so why was IPSE going against this?  
**AA** stated that this was a consideration and was not usual practice for organisations the size of IPSE.

10. Could you explain how IPSE Service Incorporated, which is a dormant company in note 5 of the financial statement, managed to borrow money?  
**CB** said it was not a trading company.  
**PB** stated that it was making an investment in another company.  
**CB** added that IPSE UK wholly owned IPSE Services US. IPSE Services had invested in organisation called I-Worker Holdings. Both IPSE UK and I-Worker Holdings were providing services to a trade association called IPSE US; that CB sits on the Board of IPSE US. CB would not, nor IPSE UK, receive any remuneration.
11. Who will appoint members to the NomCo?  
**CM** replied that the Board would appoint the directors to NomCo and during director election periods members would be invited to put themselves forward to sit on NomCo and participate in the candidates assessment process.
12. Who will appoint the independent member of NomCo?  
**PB** replied that the Board would as they had for the current independent Chair of NomCo.
13. A statement was made 'We have a board appointing the chair of NomCo and the members to the NomCo'

### Questions asked of the Audit & Risk Committee

**PB** gave an overview of the activity of the committee over the last year and responded to the following questions:

1. How is the organization managing its cyber risk profile and what controls are in place to ensure that the organization is managing its cyber risk within risk appetite? How is the effectiveness of these controls tested? What controls does the organization have in place to ensure the ipse only partners with organizations that have effective controls in place to manage IPSE member data in a secure and effective manner? What controls are in place to ensure the effective management of cyber risk?

IPSE has separate policies on each of Data Security, Data Protection and Data Incidents which ensure that we follow current best practice. Key IPSE systems are provided offsite using a combination of suppliers whose key cyber defense strategies are periodically reviewed by IPSE. In addition, IPSE from time-to-time commissions penetration testing and cyber security checking from recognized expert suppliers.

2. What risks were raised around reputational, financial or member impact around the new governance changes (and what dates were they raised)?

This is not on the corporate risk register as it was debated at full board. IPSE does have on the Risk Register risks around membership numbers and financial impact from various current issues regarding Government legislation and actions.

3. Can the members of IPSE have access to any risk registers created to understand the impact of the proposed changes to the Articles of Association?

This is not practice in this or other companies as Risk Registers contain commercially sensitive information which is not desirable to be in the public domain. The impact of proposed changes within IPSE regarding the changes to the Articles was discussed at Board where it properly belongs.

4. I note from the accounts that Debtors amounts to nearly £740K, this seems high and represents a significant increase over the previous year. Please can you confirm the nature of the debt increase, and whether you expect this to continue into the 2018-2019 accounts?

Please see table below.

5. The minutes of the 2018 AGM state that there would be a 'beauty parade' of Auditors to determine whether Menzies LLP were to be retained. Did this happen?

This has been delayed until next year due to resource issues, holidays, and delayed responses from bidding Auditors

6. In the Company Accounts (Financial Statements) for the financial year ended 30 April 2018, tabled for approval at the AGM, there is no mention of Directors Remuneration. Can this please be detailed for presentation at the AGM?

See table below

Name	2016-17	2017-18
James Collings	£ 35,856	£ 35,856
Mandy Clarke	£ 20,916	£ 20,916
Caroline Morgan	£ 20,916	£ 20,916
Matt Searle	£ 20,916	£ 20,916
Fiona Titcombe	£ 19,173	£ 20,916
Gary Sharp	£ 20,916	£ 20,916
Peter Baynham	£ 20,916	£ 20,916
Annette Nabavi	£ 20,916	£ 20,916
<b>Total</b>	<b>£ 144,669</b>	<b>£ 146,412</b>

7. Can the annual stipend paid to each of the Elected Directors / Chairman / Appointed Directors please be tabled at the AGM?

Directors £20,916  
Chair £35,856

## Voting and Results

All members completed voting ballot slips which were collected and counted by KK.  
The results were as follows:

Resolutions	Votes For	Votes Against
1. To accept and approve the Report of the Board of Directors for the financial year ended 31 May 2018	700	13
2. To accept and approve the Accounts as submitted by the Board of Directors for the financial year ended 31 May 2018	704	9
3. To appoint Menzies LLP as Auditors of the Company for the financial year ended 31 May 2019	685	28
<b>Special Resolution</b>	<b>577</b>	<b>137</b>

<p>4.THAT, pursuant to section 21(1) of the Companies Act 2006, the Articles of Association produced to the meeting, and for the purpose of identification signed by the Chairman, be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company.</p>		
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**All resolutions were passed.**

### **Questions for the Nominations Committee**

**RMB** gave an overview of the activity of the committee over the last year and responded to the following question:

1. How many BOD candidates were rejected by the Nomcom this Year?

NomCo is charged with evaluating applications in order to assess whether candidates meet the published criteria, but did not, in 2018, have the authority to 'reject' candidates to the extent that they are prevented from continuing to stand in the election.

For the record, however, there were 20 applications from eligible candidates. After the initial sift process by the five members of NomCo (independent chair, two members from Consultative Council and two from the Board), 13 of these were invited for interview.

After the interviews, seven candidates were *considered suitable for the [then] current vacancies* (the wording in the Rules) and were therefore endorsed by NomCo.

### **Questions for the CEO**

**CB responded to the following questions received in advance of the AGM:**

1. Can the Nominations Committee please explain why an EGM has been called for Monday 4 February 2019 at 09:00am to consider the proposed resolution that Ms Caroline Morgan be removed from office as director of IPSE with immediate effect? Members have been contacted and advised that the Board do not support this resolution, but I have not seen any advice as to who has proposed this or their reasons for doing so.

We received a few variations of this question via various sources such as social media, however this was the only formally submitted question on this subject. The position at the time the question was submitted was that the Consultative Council had not furnished the Board with any statement. When that statement was received, IPSE immediately published it on our website and then updated the relevant members with the information that it had been published.

2. Frankly, wtf is going on? The board are appointed to run the show, the members pay for it to be run. Why are the board unable to run things smoothly?

It is my belief that the Board must show leadership, and in commissioning a Governance Review and then putting the result of the recommendations of that review to the membership, I believe that we have done so. The questioner is quite right, it is for the Board and the Board alone, which has a majority of elected members, to "run the show" and it should be able to do so smoothly without undue interference or hindrance from any other quarter.

## **Formal appointment of director**

The Chair officially congratulated and welcomed newly elected directors to the Board: Ian Wood, Paul Allington and Chris Allington.

## **Close**

With no further questions, the meeting formally closed at 11h15

A handwritten signature in black ink, appearing to read 'C Morgan', written in a cursive style.

Signed  
Caroline Morgan – Chair  
Dated 22<sup>nd</sup> March 2019