**Ethical Consumer Research Association**

**DRAFT MINUTES**

**from the Annual General Meeting**

**held on Friday 13th September at 1pm at Ethical Consumer offices, Manchester**

1. **Members present**

Staff members: Robert Harrison (RH), Elizabeth Chater (Minutes) (EC), Francesca Thomas (FT), Francesca De La Torre (FDLT), Tim Hunt (TH), Jane Turner (JT), Josie Wexler (JW), Ruth Strange (RS), Mackenzie Denyer (MD), Joanna Long (Chair) (JL), Sophie Billington (SB), Alex Crumbie (AC), Tom Bryson (TB)

Board Members: Fiona Nicholls (FN)

Investor members: John Grayson (JG), Lynne Skipworth (LS), Rachel White (RW), Aqeel Kapasi (AK), Michael Wignall (MW)

**2. Apologies**

Staff members: Clare Carlile, Anna Clayton

Board Members: Shaun Fensom, Dan Welch

Investor Members: Dick Venes, Jacqueline Quinn, Christopher Sykesud, Diane Bentley, Richard Lloyd-Jones

**3. Minutes of 2018 AGM**

**Action:** Minutes to be put on the website within a month of this meeting.

2018 minutes accepted as a true record.

**4. Directors’ report and Financial Statement**

RH – outlined the key points in the Directors’ Report and added to the reasons for optimism: have had a fantastic 6 months; subscriptions continuing to grow at a fast rate and consultancy performing well.

JG – there are forecasts for a world economic downturn. We need to be aware that there is a possibility that investors could cash in their investments

LS – you mention that Lush are scaling back – what projects that we run are affected and what is the reason for the scale back?

RH – we run two prize events a year and now only doing one a year. Lush had committed too much to charitable giving.

The meeting **approved** the Directors’ report and Financial Statement

**5. Reappointment of accountants (Rule 54) and resolution to utilise exemption** **from filing audited accounts (Rule 55)**

Outstanding Action from last time: to investigate a one-off audit of the accounts

Reappointment of our accountants: Third Sector Accountancy

FN – prudent to consider another practitioner in Third Sector Accountancy

JG – would need to be an equal and not a subordinate

RS – Third Sector are a co-op with a flat structure

RH – not sure if Third Sector has another accountant available

JG – best to have a third party audit as then will have something to compare against.

MW – using a third party makes a more sense than getting our accountants to be our auditors

**Agreed**

Reappoint Third Sector Accountancy

To look at using different accountant in Third Sector

To investigate a one-off audit using an entirely different accountancy firm

Utilise exemption from filing audited accounts (Rule 55)

No objections – **Agreed**

**6. Investor-Director elections**

This year we had four candidates stand for election as Investor-Directors. The election was run online and by post by Electoral Reform Services. Turnout in the election was 35.8% (73 out of 204 eligible voters), which we’re told is quite good for a board election.

The election was run using the single transferable vote method, where voters rank candidates in order of preference.

Fiona Nichols and Dan Welch were **re-elected** with the following votes:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Candidates** | **First preferences** | **Surplus of Fiona Nicholls** | **Final votes** | **Result** |
| Nicholls, Fiona | 40 | -15.66 | 24.34 | Elected |
| Welch, Dan | 19 | 8.4 | 27.4 | Elected |
| White, Rachel | 11 | 4.4 | 15.4 | Not elected |
| Wilkes, Karen | 3 | 2.8 | 5.8 | Not elected |
| *Non-transferable* |  | *0.06* | *0.06* |  |
| **Totals** | **73** |  | **73** |  |

We would like to thank Rachel White and Karen Wilkes for taking part in the election.

**7.Proposal: amendment to Rule 32**

*In many organisations it is normal for board members to serve for several years before standing for re-election. Our rules state that the term of service is one year:*

*Rule 32 - A Board member shall, subject to Rule 37 below, hold office until the end of the next Annual General Meeting following her/his election. Retiring members shall be eligible for re-election at the Annual General Meeting at which they retire.*

*(Rule 37 concerns the ineligibility of a person to become or remain a board member if they resign, cease to be a member, are removed from office etc.)*

*Given that it takes at least a year to learn the ropes on a new board and given that the norm is for board members to serve for several years before standing for re-election, we propose to amend rule 32 so that board members serve for a minimum of two years rather than one. This would involve replacing the word ‘next’ with ‘second’ so that the Rule reads:*

*Rule 32 - A Board member shall, subject to Rule 37 below, hold office until the end of the second Annual General Meeting following her/his election. Retiring members shall be eligible for re-election at the Annual General Meeting at which they retire.*

A point for clarification – will take effect from next year as Dan and Fiona have just been elected for one year.

LS – why one year in the first place?

RH – using model rules and hadn’t thought about this

FN – does the 2 years rule apply to non-executive directors? If so, how will they be elected?

RH – Non-executive directors are elected by the Board, Board can make more or less non-executive directors. We need to formalise the process.

JG – non-executive directors are there to make sure company is run properly – financially, ethically and legally. Should be a formal procedures.

**Action** – Board to consider a process for electing non-executive Directors

**Agreed –** rule change applies to all Directors

18 in favour of the rule range

1 abstention

**Action:** Finance Team to register rule change with the Financial Conduct Authority (FCA)

**8. AOBs**

JG – green new deal – be aware that’s it not ‘smoke and mirrors’, remember this when at our Conference

RH – post balance sheet event: approached by solicitors accusing of us of libel from a Spanish firm. We’ve been told by our solicitors that they do not have a case but they may wish to pursue with their claim. It’s to do with workers rights in veg/fruit production in Spain and supply chains with supermarkets.

RW – Have we considered to move the conference out of London?

JG – also would like to see it in Manchester

TH – had first our first two conferences in Manchester – only got 50 attendees between them. Get 250 in London.

RH – could do an additional one in Manchester or somewhere else– if we could find a sponsor

LS – I imagine attendees are not so much subscribers but working for environmental organizations etc. which are based in London.

Meeting closed at 14:00