

Minutes

Annual General Meeting

28 June 2024

Hybrid – In person at 15 Hatfields and by Zoom

1 **Welcome**

Judith Hedgley welcomed members to the meeting and thanked them for attending; she introduced Sarah Johns (Deputy Chair) and members of the Board who were present at 15 Hatfields or online. She went on to introduce Fran McCloskey (Chief Executive) and members of the CIEH executive team.

She outlined how voting online would operate, those members who were entitled to vote, that the results of votes would be made available in due course and communicated to each member.

Judith explained that the online chat facility would be monitored in order that questions raised there could be addressed in the meeting. Equally, questions from those in the room were welcomed.

As many questions as could be answered in the meeting would be, with others followed up after the meeting if it were not possible to answer all during the AGM.

2 **Minutes of previous annual general meeting**

Judith invited questions in respect of the previous general meeting.

There being none, she invited the meeting to note the minutes of the general meeting held on 22 September 2023.

The resolution to approve was put to a vote.

Post meeting note – this resolution was carried.

Chair's update

Judith explained that her update would be brief to allow the meeting to address the substantive items of business on the agenda.

She reminded members that there had been significant change in the composition of the Board and the executive management team in recent times, with four further trustees recently elected. She updated members on the approach being taken to the recruitment of appointed trustees, based on the current skills needs of the Board. It was anticipated that the Board would be complete in September. She also explained that Fran McCloskey had agreed to take on the CEO role for a further 18 month period. She thanked Fran for the work she was doing as she did Dan Oerther, Kirpal Tahim and Kathryn Preece for their service on the Board and Phil James who had stood down from the role of CEO since the last general meeting.

The Board had recently moved from meeting monthly to quarterly. A number of sub groups had led on specific issues. Judith thanked members of the Board, its committees and other groups for their commitment to CIEH.

The Board had set short and medium priorities for the organisation. In particular, it had set out a clear financial strategy for CIEH; this had had to be a priority, sometimes at the expense of attention to other matters. The small 2023 operating surplus reflected this approach.

She briefed members on the report made, by the Board, to the Charity Commission for England and Wales in relation to the issues it had encountered in 2023. The Commission was content that these matters had been appropriately managed and did not intend to take any action; it had indicated that it supported the Board's planned actions, including its focus on its property asset.

Judith outlined the work underway to secure the sustainability of the profession including work with universities, as well as the Board's engagement with REHIS. She explained the joint working that had been undertaken with ACEHO.

She noted that there would be reporting during the course of this meeting in respect of previous general meeting motions and outlined, in broad terms, the priorities of the Board for the coming period.

Judith expressed thanks to all staff for their hard work, in particular those managing today's meeting. In addition, she thanked those who occupied a range of volunteer roles, her fellow trustees and the members of EMT.

Judith invited questions from members.

A member asked about competency standards, given their importance; it was agreed to return to that under the appropriate agenda item.

Update from the Chair of the Membership, Learning and Profession Advisory Group (MLPAG)

Judith introduced Zena Lynch, Chair of MLPAG.

Zena explained the work of the group, who were members of it and thanked them for their hard work. She noted that Stephen Cooper would reach the maximum term of office on the Group shortly and thanked him for his contribution, as well as welcoming Jonathan Hayes who would join the group shortly. Zena explained that the Group had asked the Board to consider changing the composition of the Group to include the appointment of an early career member.

Zena went on to explain the current work of the group in respect of workforce sustainability and thanked those members who had assisted in this work. New material to support promotional work in respect of the profession was in production. She explained the work recently undertaken, in the form of a survey, to understand the needs of students joining the profession. The results would be reported shortly.

There was a developing emphasis on apprenticeship as a route into the profession. She drew attention to the establishment of research awards, with the support and sponsorship of former President, Tim Everett, whom she thanked. She congratulated those who had won and commended in the initial round.

Zena explained the work that had been taken further to develop chartered status, thanking the group that had led on this. A review of the CPD scheme and of the Code of Ethics and Fitness to Practise Rules had been undertaken. A curriculum review had been agreed and work was to start shortly. She welcomed the creation of team awards, the first of which had been awarded to the team at Wakefield Council; as a judge, she had been very impressed by the range of submissions from entrants.

She explained the role of the group in considering complaints and appeals. She thanked the team at CIEH for their hard work in this area and explained how feedback from these issues was addressed.

Update from the President

Mark Elliott explained his approach to the role he had taken on at the beginning of the year. He thanked Fran and the staff team for the significant support which they had given him.

He flagged the challenges that the environmental health profession faced from the scale of macro events, across the globe and, hence, the importance of this work. He commented on the challenges that the profession would face in helping the incoming government understand the contribution that the profession could make to challenges that it would face.

Mark explained some of the priorities he hoped to address in this time as President and supported what Zena had said about the team award. He would have a particular emphasis on issues related to water. He commented on his visits to universities and schools and the importance of emphasising the potential that a career in the profession offered.

Judith invited any questions from members.

A member asked about the appropriateness of questions that some employers put to newly-graduated members, which would be challenging to respond to. Jon Buttolph explained that some of the 'coffee catch-up' content was relevant, both in respect of career development and approaches to interviews.

Another member asked about the role of CIEH in mapping its qualifications to work that could reasonably be carried out by newly-qualified members. Jon Buttolph explained the particular role of CIEH in this area and that this could not extend to providing direct support to employers' recruitment activity.

A member reflected on what more could be done to encourage members who were also employers to offer opportunities to newly-qualified professionals and from working with allied professional bodies. Another member spoke about the work needed on an appropriate competency framework.

6 Report of the Board of Trustees on actions from previous general meeting

Judith reminded members that details of the actions taken by the Board were set out in the notice of the meeting. Some of the issues to be addressed were, in relative terms, straightforward, others less so.

Jon explained, in respect of motion 1 from the 2023 meeting (removal of appointed trustees), that a process for the removal of appointed trustees had been put in place by the Board and was published on the website in the relevant operational procedure. The plan was that, when the Byelaws were next reviewed, that issue would be addressed with the Privy Council, to ensure that the change was reflected there.

Judith invited the original proposer of the motion to comment; they were content with the approach taken.

Fran provided an update in respect of Motion 2 (improved transparency and effectiveness). This related to declarations of interest, contractor and supplier contracts and issues of financial and non-financial gain. She thanked the proposer and seconder of the motion for their engagement in respect of implementation. There was, in the meeting pack, a full update in respect of the work undertaken and to be completed as well as a statement from the proposer and seconder.

She outlined to members how declarations of interest (by Board and EMT members) were available to them and the approach, on a meeting-by-meeting basis, to the recording of any interests relevant to the business being transacted at that meeting. The minutes of each meeting were available to members online.

Fran briefed members on the manner in which contract and tender opportunities (and the resultant outcomes) were available on the website.

She further explained the work undertaken in respect of financial and non-financial gain. CIEH expressly prohibited payments (other than expenses) to trustees, which went further than the Charity Commission guidance. Additional work had been undertaken in respect of all trustees in post since 2020; no such payments had been made to any of those.

CIEH would be commissioning an independent review of its advisory panels and undertaking a review of historic decisions in respect of Board conflicts of interest, to provide members with additional assurance.

Fran invited Tim Everett to comment on the implementation of the actions arising from the motion. He acknowledged that much work had been undertaken and that there was more to be done. He welcomed the offer of future updates to members.

A member asked if the decision to review past decisions was related to any concern reported in respect of any individual trustee or a formal complaint. Fran confirmed that it was not.

A further member asked about CIEH's approach to redaction of meeting minutes, in particular the redaction of staff names. Fran confirmed that a review of redaction policy was already underway, the outcomes of which would be brought to a future Board meeting.

A member asked when the supplier opportunities had been made available on the website and why suppliers who were not members were used.

Fran explained that the supplier work had involved the need to make a change to CIEH's procurement policy and that the website information had been published around two months ago. The future pipeline of activity provided information on future plans. She explained that members were open to bid for relevant work but that, for some work, a degree of independence was required (ie from outside CIEH and the profession).

[Motion 3 (a review of CIEH's charitable status) was considered as part of agenda item 10 of the meeting.]

Jon summarised the elements of Motion 4 (a composite motion covering a number of areas relating to qualifications, registration, EHN and advisory panels). He explained consultation work that had been undertaken with the profession, with

over 1000 members and other stakeholders engaging. He further explained that the Professional Standards Framework was due for review in the coming period and would be overseen by MLPAG.

In terms of registration options, MLPAG had considered these and concluded that the current suite of options was appropriate to the needs of the profession, along with the co-registration that was in place with the UK Public Health Register and free associate membership of the Faculty of Public Health.

Jon briefed members on the changes that had been made to EHN, including the re-introduction of a letters page and that a reader survey was to take place. He explained the research award that had been developed in conjunction with Tim Everett and the work that was underway to grow research content on CIEH's website. A range of policy resources had been published there too, as well as development of a digital archive of historic material.

Jon summarised the work being undertaken by advisory panels and explained that some material was being shared in the CIEH official group on LinkedIn.

Judith explained that the proposer and seconder of Motion 4 had been given the opportunity to respond but had declined to do so.

She introduced Pesh Framjee to members; he had carried out an independent review of CIEH's charitable status in the light of Motion 3 from the previous AGM. Pesh noted that the full report of his review had been made available to members in advance. He explained the process by which the review had been undertaken.

The over-arching recommendation he made was that CIEH should retain its charitable status. It noted that the role of CIEH, as set out in its charter, was that it had a public benefit poise, rather than a profession protection one. There were significant fiscal benefits from the current arrangements.

Peter Wright, who had proposed the original motion, commented that he and the seconder supported the conclusion that the review had drawn.

Judith invited questions from members present.

Peter Archer asked how members of CIEH's advisory panels had been recruited (including the identification of skills) and if the Board was content that any potential conflicts of interest were appropriately managed. Judith explained that an independent review of the work of the panels, including these and other matters, was to be commissioned.

Louise Hosking further explained that only members of CIEH were able to serve on advisory panels and, as such, they were bound by the Code of Ethics and Fitness to Practise Rules. Potential members went through an application process (published on the website) and details of any potential conflicts of interest were recorded. CIEH was keen to ensure that membership of panels reflected the wide range of

backgrounds of members; equally, the team was committed to a process of continual improvement.

Gary Gould asked if the intention was to publish minutes of the meetings of advisory panels. Louise explained that following the recent reformulation of the panels, the emphasis had been on appropriate consultation. Each of these exercises was published on the website.

7 Fellowships awarded in 2023

The meeting noted that the following members had been awarded fellowship in 2023:

Sam Bacon
Glen Bullivant
Becky Cheung
Peter Cole
Kenneth Eastwood
Steven Gorniak
Rod Heyward
Toby Lewis
Andrew Mathieson
Steffan Micah
Natalie Pearce
Rachael Robinson
Matthew Taylor
Robert Young

Mike Studden had been awarded Honorary Fellowship in 2023.

Judith offered each of them congratulations on behalf of the Board and all members.

8 Annual report and financial statements

Fran McCloskey (Chief Executive) explained CIEH's 2023 financial performance to the meeting.

She noted that the annual report and accounts were included in the papers for the meeting; she would describe some of the headlines, before seeking questions.

She noted that the external auditor (Crowe UK) provided an unqualified opinion in respect of CIEH's accounts. The audit team had met, as was usual, with both the Risk and Audit Committee and the Board.

Fran outlined that CIEH had reported its first net income result (£18,000) in over 15 years. This indicated that the finance strategy adopted by CIEH was working. She warned caution, as there was a budgeted deficit for 2024 (£254,000). Costs would remain under sharp focus, as would the potential to grow commercial income.

CIEH's portfolio of investments had shown a gain of £238,000. There was a property lease loss of £2.4m. The latter reflected the annual valuation of CIEH's property interests (which was carried out annually, as required by the relevant accounting rules).

Overall the total loss for the year was £2.144m.

Following the adoption of a new reserves policy in 2022, CIEH's free-reserves were now at £3.3m, against a target of £4.0m. The policy was now 83% funded, up from 39%. Details were set out in the financial statements provided to members. A strong reserves position would allow CIEH to invest in its future and that of the profession.

In response to questions:

- Fran explained that the effects of inflation were well understood.
- Judith explained that issues around poverty and water cleanliness were on CIEH's radar. Advocacy for the profession and rebuilding profile were an important part of the Board's priorities.
- Judith acknowledged the financial challenges that younger students often faced in pursuing a career in environmental health. Jon added that the apprenticeship programme would be very helpful in this respect, with funding from the apprenticeship levy.
- Jon explained that use of 15 Hatfields lent to holding the AGM on a Friday when commercial opportunities for use of the building were much more limited, hence preserving important income for CIEH.

Judith thanked members for their questions.

Fran invited the meeting to receive the Annual Report and Financial Statements for 2023.

The resolution to approve was put to a vote.

Post meeting note – this resolution was carried.

Election of auditors

Judith explained to members that the Board had recently updated the relevant operational procedure to ensure that the Risk and Audit Committee, reviews and retenders the external audit contract no less frequently than every five years.

She invited the meeting to reappoint Crowe UK as auditor and to authorise the trustees to fix its remuneration. (Judith proposed this motion herself, which was seconded by Mark Elliott.)

The resolution to approve was put to a vote.

Post meeting note – this resolution was carried.

Special business

Judith explained the process that would be used in the consideration of each motion.

Motion 1

Judith explained the context to Motion 1, which proposed that CIEH should remain a registered charity, following the review undertaken at the request of the previous general meeting.

[As Judith was proposing this motion herself, she handed over to Sarah Johns to chair this item of business.]

As proposer, Judith explained that the Board had given careful consideration to the matter of CIEH retaining its charitable status, noting the review outcomes reported earlier in the meeting. Its view was that retention of that status was important.

Mark Elliott spoke as seconder, to say that he fully supported the motion.

The motion was put to a vote.

Post meeting note – this motion was carried.

[Judith returned to the chair at this point.]

Motion 2

Chris Day explained the context to Motion 2, submitting that there had been a failure on the part of the executive to make meaningful progress with Motion 4, passed at the previous general meeting.

In the intervening period, the proposer of that earlier motion had been clear that they understood the very significant priorities facing the Board and the executive team. The proposers had submitted that confidence in CIEH's qualifications was an urgent priority, to meet the needs of employers and that it should be addressed in the first quarter of 2024.

Given their dissatisfaction with progress, the extant motion had been submitted for consideration at this meeting.

Chris set out the questions that a review in this area should, in his view, address and that such a review should be carried out at much greater speed.

Penny Dawson Malone responded, on behalf of the Board. She thanked the proposer and seconder for the motion. Jon's presentation earlier in the meeting had set out work undertaken to date in these areas and what the future plan was. Detailed work had been undertaken with MLPAG and the Board hoped that the proposer and seconder would continue to engage in that work.

Judith invited questions from members.

A member stated that she had recently stood down from the Board. She asked members to consider carefully if it was appropriate to set down a motion such as this at present. Members needed to trust the Board and executive team to deal with the most immediate priorities in the light of the challenges that the organisation faced.

A member commented that it was important that progress was made in this area and that he supported the motion. Another member submitted that, in fact, the Board had provided the required update through the presentation made by Jon earlier in the meeting.

A member acknowledged the expertise that the proposer and seconder brought but understood that a range of colleagues were involved in this work. She thought that the work in this area was vital to the sustainability of both CIEH and the profession, acknowledging that there had been insufficient capacity in the CIEH team to make the progress that everyone would have wished for.

A member commented that the approach to this matter indicated that there remained areas where what he described as 'CIEH's software' needed to change.

Ian Gray spoke as seconder, submitting that this motion should not have been necessary and that failure to make progress would jeopardise the future of the profession. Something was going seriously wrong, in his submission. Little progress had been made, despite the material that the proposer had submitted to assist in relation to registration and qualification matters.

The motion was put to a vote.

Post meeting note – this motion was not carried.

10 **2025 AGM**

The meeting was invited to confirm the date of the next annual meeting as Friday 27 June 2025, to be held online and at 15 Hatfields.

There was a discussion about how the location, format and timing of Annual General Meetings might improve attendance and engagement. Several members suggested that this could be considered for the format of future meetings.

The motion to approve was put to a vote.

Post meeting note – this resolution was carried.

Judith thanked everyone for attending, both in person and online. Outcomes of the votes would be sent to attendees by e-mail.

She welcomed the views and comments of members, not only at the AGM but whenever they arose.

Judith closed the meeting.