

MINUTES

CIPR Council Meeting, Thursday 21 September 2023, 1000-1230, Zoom

Attendees:

Donna Castle, Rachael Clamp (Vice-President), Paul Compton, Alison Gallagher-Hughes, David Hamilton, Ruth Jackson, Binu Jacob, Matthew Knowles (left at 11.45hrs), Hayley Mace, Paula McNulty, Arlene McPhillips, Claire Melia-Tompkins (left at 11.00hrs), Naj Modak, Rachel Roberts (Vice-President), Steve Shepperson-Smith (President), Crispin Thorold, Tim Walsh and Martyn Williams.

Staff:

Sukhjit Grewal and Eva Mota.

In attendance:

Andrew Chamberlain (Elevated) for item 6 (joined between 11:16hrs and 11:48hrs).

Apologies:

Claire Bloomer, Teela Clayton, Sarah Ion, Alastair McCapra, Rhian Moore, Sarah Salter Nash, Jenifer Stirton and Ben Veal.

Items

1. President's welcome

Steve welcomed attendees and noted an action for Council to have a separate meeting to discuss the recommendations of the Governance Working Group, which will be organised if needed after this meeting.

2. Apologies and declarations of interest

Apologies were received from Claire Bloomer, Teela Clayton, Rhian Moore, Sarah Salter Nash, Jenifer Stirton. Naj Modak declared his work with the BBC, Steve reported that Donald Steel had stood down from Council.

Action Eva to send an email of thanks to Donald Steel. *completed*

3. Approval of 15 June 2022 meeting minutes

Council members agreed that the minutes were an accurate record of the last meeting. Rachel Roberts proposed the minutes and Rachael Clamp seconded.

4. Actions and Matters arising from June meeting

On matters arising, Sukhjit updated that he had had an email exchange with the International Committee's recently re-elected chair. They are coordinating an opportunity for Sukhjit to attend their Committee meeting, and he will report on progress at the next Council meeting in December.

Actions:

Chris to share a first draft on the 2024-2029 Strategy Development ahead of the September Council meeting. *completed*

Eva to send Katie Marlow's paper to Andrew Chamberlain, Rachel Roberts (EDIC), Sarah Ion, Chris Love and Claire Bloomer, so they are aware of the Values work going on. When Katie returns with a new Values draft, Sarah can update the internal and external comms plan accordingly.

completed

Eva to share International Strategy Council voting results with Andrew Chamberlain and Chris Love for the Strategy Group work.

completed

On the 2024 Workplan ideas, for **Tim** to email Steve regarding the AI Stream, and **Steve** to connect Tim with Anne Gregory on AI work.

completed

Arlene to email Steve regarding PRII as she has a contact there. *In progress*

5. Governance Review

Steve thanked everyone who had filled in the survey and worked on the Governance Working Group as this was an ambitious piece of work for change. He explained that he had not participate in the group's meetings, but Alastair sat as an observer.

Steve noted that per survey results, proposals on the four main topics were broadly agreed. Steve explained that today we were looking for recommendations to go to Board and then members, and finally to an EGM. Steve invited comments from Council first. Council members attending the meeting, who were part of the Governance Working Group were David Hamilton, Paula McNulty, Donna Castle and Claire Melia-Tompkins.

The top proposals chosen by Council members via the survey to be discussed at the current meeting were as follows, with comments on each respective point:

a) President

a.1. The role of the President should change. They should no longer manage the CEO or chair the Board, (this would be done by the chair) but act as 'chief volunteer' and the voice of volunteers and of Council on the Board. They would effectively be the public face of the profession/ Institute.

Paul said that the proposals would mean diluting the Presidential role more than we should.

Rachel supported the separation of Presidential duties, moving the President towards an ambassadorial role.

Arlene and Tim agreed that it would make sense to separate the roles of President and chair.

Matthew opined that he had no issues on who was chairing, as long as there was clear accountability.

Donna highlighted that for better business management, a consistent Presidential agenda was essential, and that it is counterproductive for Presidents to start their year with a completely different agenda than what was in progress.

Paula explained that this proposal was to ensure that the President's role is manageable, and they were very conscious that this is a demanding volunteer role.

Action Governance Working Group to discuss adding into the paper that the President should continue to Chair Council.

a.2. Unlike other Board members, the President should continue to serve for a single-year term. The President should be chartered (i.e. not have the option of becoming chartered during their year of office).

Steve said that with a 1 year term it is arguable that other Board members will be better able to influence policy and yet won't be elected by the membership. His experience is that there are times when members need

someone to lean in and be accountable to manage an issue and lead the team. The Chair - who is unelected and also may not be a CIPR member - is not the right person to do that.

Rachael supports that the President should be chartered but highlighted that tenure and role continuity should be revisited and better detailed.

Paul disagreed on the proposed requirement for the President to be chartered, due to a number of reasons; sometimes, a professional can be a good President without necessarily having the opportunity of being chartered. Paula reported that the Governance Working Group discussed that a chartered institute would need a chartered President; Council members agreed with the criteria of the President being chartered to promote a chartered Institute.

Action: Governance Working Group to re-discuss the term of the President and consider if it can align better to the three year term of Board, while maintaining a workload that makes the role attractive for applicants.

b) Board

b.1. CIPR members offering to serve on the Board should either be chartered or commit to becoming chartered in the first year of their term. All members wishing to serve should be considered by a Nominations Committee which will review their suitability. It will continue to be important to ensure openness and diversity in our elected Board members. If a member is elected, they should be able to access the chartership assessment free of charge, but if they fail to charter then their term of office would automatically end.

Rachael noted reputation risks if professionals commit but for some reason do not pass; maybe we could consider introducing a 'Joining the Board programme' it could prevent this from happening.

Ruth was keen for President and Board members to be chartered, as this was the whole point of the Institute, but she was not comfortable for chartership to be free of charge, as it is part of the individuals' professional commitment.

Paul shared that he only got chartered via the £75 special opportunity, as chartership costs can be high.

Ruth also noted that the few chartered professionals they had on the EA committee, got also chartered on the £75 deal.

Donna questioned whether provision could have a special fund for people who cannot afford Chartership.

Sukhjot informed Council that becoming individually Chartered (or Accredited) is a professional accreditation, but not a professional qualification.

Paul emphasised that Board membership was an important administrative role and would need to be filled with someone good and dedicated, and that might command a fee.

David suggested that the President should be Chartered but that other PR members of the Board should not have to be. He argued – like others – that it is important for the President of the CIPR to be Chartered, but that there would be value at times in having other voices – e.g. young members – who have not gone through the Chartership process.

Action: Governance Working Group to consider proposal that the President should be Chartered but other members of Board need not be.

b.2. One of the external directors should be a paid Chair of the Board. This role should also line manage the CEO. The chair should be neutral and (as at present) not have a casting vote. Other directors should remain unpaid as at present.

Arlene indicated that she had a neutral view towards the paid position, and strongly supported mixed skills on a committee.

Rachel supports the paid chair position proposal due to the level of work that goes into the current role and the decline in number of people being able to step forward, always noting these must be equal and inclusive opportunities.

Paul questioned if the change in CEO line management every year by the President could be joint management with the chair.

Donna, however, does not feel a paid Chair position is justified.

Paula agreed that more details needed to be firmed on the paid chair proposal before approval, and she will bring this topic back to the Governance Working Group when they meet again.

Action: Paula to request that the Governance Working Group include more detail on the paid position of Chair in the Governance paper before it returns to Council and Board in December.

c) Nominations Committee

Instead of discussion about the most voted proposals concerning the Nominations committee, Steve asked Council members to share their main concerns or observations.

Rachel shared concerns about creating a new Committee to nominate Board members, as Council would be already doing this task, and the judging aspect was complicated from an EDI point of view.

Rachael shared Rachel's concerns, although she is in favour of having a Nominations Committee, but wants to look for better ways to do this without overcomplicating it.

Steve commented he was not against having a Nominations Committee, and he agreed that they should definitely make sure that if it goes ahead, it will have to have a simple process.

Action: Governance Working Group to consider whether the creation of a nominations committee is 'over engineering' the process of selecting Board candidates.

d) Council

Instead of discussion about the most voted proposals for Council, Steve asked Council members for main concerns or observations in general regarding Council.

Paula reported that the Governance Working Group agreed that Council was the biggest topic for the Group to still resolve. She also observed that the group's view that but over the years, Council had lost its purpose a bit, and one of the aims would be to work back towards it.

Steve reported asking Alastair to put together something for the next Governance Working Group meeting regarding Council proposals, to bring to the Council meeting in December.

David explained that a number of the issues Steve raised were not – in the view of the Working Group – governance issues, but were rather issues with the way that Council practically operates. Steve conceded this point and agreed that he and Alastair would modify the language of the paper they are writing so that it focused on the operation of Council. He stated that he would still like the Governance Working Group's views before the paper goes to Council and Board.

Action: Alastair to send a paper to the Governance Working Group for review that sets out some ideas on how to operate Council in a way that better meets the original bylaws.

Steve asked Council members if an extra meeting was needed for Council members to rediscuss Governance. Six members voted in favour, and three voted against.

Paula noted that the Governance Working Group will work on what was discussed today and progress from there towards the Council meeting in December.

Crispin requested that if a new Council meeting will be arranged, to please hold it in the afternoon because of his local time difference.

Action: Eva to arrange the meeting, after the Governance Working Group has met again.

6. Strategy Review

Andrew Chamberlain briefed Council on strategy review activities which had taken place and noted this was the most extensively-consulted process he had ever worked on so far in his career.

Several Council members indicated that they did not understand the process being followed or the purpose of the discussion paper.

Donna noted that an outcomes piece was missing.

Tim observed that the key question was how we stay relevant and positioned well with those decision-makers who ultimately decide whether they need CIPR members to meet their business objectives, and the Strategy Plan did not cover that clearly.

Andrew did not respond these comments and left the call.

Steve suggested to bring this part of the meeting to a close and said that the development of our 2025-29 strategy would be brought back to Council in December.

Action: Alastair to bring a strategy paper/ update to Council in December.

7. Questions about standing committee reports

Equity, Diversity and Inclusion Committee update: Paul explained their discussion included how we encourage composition of different committees, looking at data, quotas and encouraging individuals from minorities to get involved.

Finance Committee update: Rachael noted that the increase in requests for fee deferrals did not necessarily indicate greater levels of financial distress, as there could be other reasons, such as maternity, why members were seeking help.

Coordinating Committee update: Donna was happy to report that the ethical lobbying has moved from amber to green, and noted congratulations to Jon Gerlis as he has done a lot of work on this.

Rachael offered Sukhjit assistance if needed with the OnDemand Learning Project which is currently in red. For this, Sukhjit explained that what they really need is engagement with corporates. Sukhjit's team have been giving access to their current 200 corporate affiliates and then asking for the teams to go on. If anyone wants a trial or to look at the platform from a corporate perspective, that will be really helpful.

Action Rachael to contact Sukhjit and Janet Adeyemi, our Training Development Manager and Sukhjit will email further details on this.

8. AOB

Rachel observed CEO absence at the Council meeting and other occasions where the CEO would be expected to attend. Steve said he was happy that the CEO had a legitimate reason not to attend Council and was aware that Alastair was going to be absent.

Paula wished good luck to everyone entering PRide this year.

Next Meeting Dates for 2023 (virtual via Zoom)

- Thursday 7 December 10am