

ITEM 3

EGM DRAFT MINUTES**MINUTES****EXTRA-ORDINARY GENERAL MEETING (EGM)****on MONDAY, 18 JANUARY 2021 at 15:00****by Go-To-Webinar****SCI/YY222****MEETING CHAIR:** Dr Alan Baylis, Chair of the Board of Trustees.**SPECIAL INVITED GUESTS:** Alexandra Steffensen, Stone King and Alex Lonie, independent scrutineer.**SCI STAFF IN ATTENDANCE:** Sharon Todd (CEO), Karen Hobbs, Jacqui Maguire, Ian Bradshaw, Theo Eckharte, Tom Harrison, Shadé Bull and Anne Pinheiro (minute taker).**1. INTRODUCTION AND WELCOME**

Dr Alan Baylis (AB), Chair of the Board of Trustees (BoT), welcomed members to the EGM and noted the good turnout.

2. MEETING ADMINISTRATION AND TEST VOTE

Ms Sharon Todd (SET), CEO, introduced Alex Lonie of ECS, the independent scrutineer and Alexandra Steffensen, a legal representative from Stone King, the Society's solicitors. A test run of the voting system was carried out. It was noted that two members had IT problems. SET advised them that their votes would be confirmed after the meeting to ensure they were counted. A briefing on the Q&A session was also given.

3. MEMBERS PRESENT AND APOLOGIES

In accordance with Charity Commission guidelines during the COVID-19 pandemic, the EGM was held by webinar with electronic voting. The Chair noted that the meeting was quorate. (Please refer to the last page for a full list of members who joined the webinar meeting and apologies received.)

4. SCI COVID UPDATE

The Chair updated members on how SCI was responding to the COVID pandemic. There had been a significant decline in income – in particular from conferences and Belgrave Square tenancies. Costs were being managed and there had been some restructuring of the staff team. The Executive was working to ensure minimum cash outflows in 2020. Online webinars had proven successful with good delegate numbers and SCI journals were still performing well. New activities such as SCITalks and scoping of new Interest Groups had been taking place.

5. PROPOSED GOVERNANCE CHANGES

The Chair noted that the main purpose of the proposed changes was to strengthen SCI's governance and to ensure it is fit for the future. The main changes involved the move to an appointed Chair of BoT, an increase in the maximum number of co-opted trustees and limitations to the time trustees could spend on the Board. Ensuring appropriate skills and competencies and regular refreshment was critical. 'Honorary' would be removed from the President's title and a President's Council, consisting of senior stakeholders, would provide advice and support to BoT.

The Chair then opened the meeting for questions, facilitated by the CEO, Sharon Todd. The main questions related to the role of the Privy Council, the process should the Privy Council not approve the changes, how the process for selecting and appointing a new chair would work, and whether members would still be able to vote for trustees in the future. Additional questions were covered on the status of co-opted and elected trustees, a transitional period for the new Chair, the potential Vice Chair role and the risks and benefits in appointing the Chair of BoT.

A suggestion was made that 'Honorary' may be a more respectful title for the President, but it was explained that the change was to reflect a more active role for the SCI President.

Additional questions were posed about some of the new services, such as the SCITalks lectures, and the recruitment processes for senior staff.

SET requested any further questions and with none forthcoming the Q&A session was closed.

VOTING:

Resolution 1: Proposed changes to the Charter

AB referenced the documents and asked members to vote on whether they approved the proposed changes to the Charter. Members moved to vote.

Resolution 2: Proposed changes to the By-Laws

AB referenced the documents and asked members to vote on whether they approved the proposed changes to the By-Laws. Members moved to vote.

AB thanked members for their votes and advised them that the results would be issued as soon as they had been verified by the independent scrutineer.

Any other business:

There being no more business, the EGM was declared closed.

Subsequent to the EGM the independent scrutineer confirmed the votes as follows:

RESOLUTION 1:	For	43	Against	8	Abstain	4
RESOLUTION 2:	For	41	Against	9	Abstain	6

On 20th January 2021 members were advised of the results, which confirmed that the votes were in favour of the proposed changes to both the Charter (84.3%) and the By-Laws (82%).

Full list of attendees:

Brian Allin	Steve Laughler	John Hardy
Lambros Antoniou	Stephen Lennon	Sarah Walker
Luis Arenas Martinez	Paul Luckham	Geoffrey Maitland
Gordon Armstong	Edwina Brejza	Louise Mason
David Atkinson	Duncan Broughton	Antonio Misale
Jehan Baban	Diane Brown	Joerg-Thomas Moersel
Alan Baylis	John Brown	Jenny Mordue
Richard Benson	Lucinda Bruce-Gardyne	Fred Parrett
David Birkett	Paul Clarke	Ted Parton
John Blachford	Iain Crossley	Simon Peace
Robin Blake	Charlotte Crowhurst	Julian Perfect
Nicholas Bourne	Chris Deakin	Jeffrey Powell
Robin Harrison	Craig Duckham	Jan Ramakers
Mark Harrison	Martin Elliott	Anjna Rani
Alan Heaton	David Evans	Peter Reineck
Fereshteh Hojatisaeidi	Malcolm Faers	Timothy Reynolds
Iren Jasko	John Farmer	Oliver Ring
Geoffrey Jennings	Geoffrey Fowler	Sarah Spurdle
Raymond Jones	Gerhart Ernst	Harry Swan
Patrick Kitt	Susan Grayeff	Sharon Todd
Jan Knight	Peter Hambleton	Stephen Vranich

Full list of apologies received by members:

Graeme Cruickshank
Claudio Lorenzo
Jasbir Lota
George Okafo
Tiffany Wood

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