

PROGRESSIO

Annual General Meeting

1.30pm Saturday 17 September 2011

at Scope Conference Centre, 6 Market Road, London N7 9PW

AGENDA

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The AGM will be followed by **Have Your Say** – an afternoon of workshops and discussions (from 3pm to 5.30pm) where you can find out more about Progressio and help shape our future direction.

There will be an opportunity to attend two of the following workshops:

Fragile states not fragile people: Does Somaliland have a secret recipe for stability in a turbulent world?

Campaigning 2012-13: We're kicking off our water campaign, but where next? You decide.

Investing in Progressio's future: How can your community help empower poor people overseas?

Minutes of Annual General Meeting

11 October 2010

held at The Royal Commonwealth Society, 25 Northumberland Avenue, London WC2N 5AP at 6pm

Present: Martin McEnery (Chair); Phil King (Treasurer); Carolyn Williams, Chris Smith, Christine Allen (Executive Director); Denise MacMahon (minutes); Members (list of attendees available from Progressio offices)

Apologies: Trustees – Dennis Sewell, John Barker, Cornelius Murombedzi, Tim Livesey, Susana Edjang, Ijeoma Ajibade (list of apologies available from Progressio offices)

Proxies: 31 proxies were received prior to the meeting date, all appointing the Chair to vote on their behalf

1. Opening Remarks

The Chair welcomed participants and outlined the timetable for the evening. He warmly welcomed the special guest speaker, Mdm Michele Duvivier Pierre Louis, ex Prime Minister of Haiti.

2. Minutes of 2009 AGM

No matters were arising and no amendments were suggested to the minutes of the 2009 AGM. The minutes were affirmed.

3. Chair's report

In his third report as Chair, Martin McEnery talked about the difficult times for Progressio and the funding challenges that these present in these financially constrained times. Despite that, reporting on the year to March 2010, it had been a very successful year.

Highlights of the year included: 94 Development Workers in place at the end of the year, with impact being seen across the organisation's work. He highlighted work in Honduras to support coffee production, and in Yemen where a programme on governance is helping improve local communities by influencing local government. Progressio had been able to use its long-standing presence in Hispaniola to support work in Haiti. This has involved supporting other organisations in responding to the earthquake, as well as supporting existing partners. Overall, the organisation's focus on impact has been crucial in all its development work.

There has been during the year an increase in Progressio's profile. We have seen more campaigners – 2,000 joined the 'Just Add Water' campaign including 1,000 new supporters. There has been successful advocacy, particularly on legislation on imports into Europe of illegally logged timber.

The Chair highlighted the importance of the Catholic dimension to the organisation and spoke of how it was engaging in providing reflection and information. Progressio staff members were involved in 45 events in the last year. Reflections on the Papal encyclical, *Caritas in Veritate*, were produced and, with the *livesimply* network, the website on Catholic Social Teaching is nearing completion.

During the year the organisation developed a new strategic plan for the next five years and undertook a restructuring to place more resources overseas and to reduce expenditure as had been forecast the previous year. The Board had been very active during this whole process. Progressio had faced some issues

in funding but emerged fitter and the Board was confident the organisation could tackle issues.

The Chair paid tribute to the dedicated and committed staff team who had worked through some very deep changes but were not discouraged in their mission. He offered his thanks to the many organisations that supported Progressio, the many donors, including DFID, Irish Aid and Progressio Ireland, as well as members and supporters who were active both financially and in campaigning on issues. He also offered his thanks to Board colleagues.

4. Executive Director's Report

Christine Allen elaborated on the plans to deal with further possible cuts which are external factors beyond our control. The government's development funding is ring-fenced, however, changes have been made to the funding stream that funds Progressio – the Partnership Programme Agreement (PPA). This stream is being opened to competition and therefore there is (unlike previous years) a possibility of losing this funding. Even if Progressio were successful, the amount of funding will be reduced.

The organisation has recognised its level of dependence on DFID and has increased its fundraising capacity, but that will take time to bear fruit and these changes have been brought in very quickly.

The management (and Trustees) are looking at various scenarios. Because two other sources of funding are due to end in 2011, the best case scenario is a reduction in the budget of almost £2 million. In order to mitigate the risks to the organisation, Progressio has started another process of restructuring which will involve a net loss of 15 posts – six in the UK. This includes closure of Peru and a reduction in Central America and Malawi. The organisation has to be prudent in our future planning and to ensure that we are able to fulfil all our liabilities.

Progressio will, however increase investment in fundraising and some work has taken place around improving our work with trusts, major donors and individuals.

We have informed key stakeholders about our situation and the Secretary of State regarding the importance of the DFID funding.

All staff and Trustees acknowledge that the current circumstances are very difficult, and the future is uncertain.

5. Presentation of accounts and appointment of auditors

Phil King presented his report on the environmental and financial review. He updated members on the key points of the environmental impact:

- Recruitment flights had dropped and there was more local and telephone recruitment taking place.
- London office had seen a 25% reduction in energy costs.

- For the future we seek to reduce London flights and to increase reporting.

In the financial review he reported that incoming funds and projected expenditure was up in the financial year being reported on. DW numbers were up and the surplus remained even.

The further restructuring would have costs and implications for phased out delivery in certain areas for the year to come. The Trustees would be setting a cap on costs.

6. Formal resolutions, questions and answers

Questions from the floor:

What notice has been given by DFID regarding the change in funding arrangements and what is included?

Christine Allen explained that we had been informed at the beginning of August 2010 about the changes and existing PPA holders could receive no special treatment. Any change from a new grant would take effect from the next financial year. It is a two stage process and Progressio had already passed the first phase and had been invited to submit a full application.

107 organisations have gone thorough to the next stage in the process. How does that compare to currently funded organisations?

There are currently 40 PPA holders. Of these we are aware of four or five that have not got through. The PPA pot is £100m general funding and a further £20m for conflict/ humanitarian. DFID do want to broaden the PPA holders, but there are limitations on how many they can sustain in a meaningful relationship, therefore there is unlikely to be more than 50 but they have not set a number.

Do many other organisations have such a high percentage dependency?

The Volunteering agencies – VSO, International Service and Skillshare – have high dependency because of history. International Service and Skillshare have not been invited to submit a full proposal.

With the changes to Central America and the closure of an Andean programme does this mean a reduction in the commitment to Latin America?

Unfortunately it is difficult to find donors in this country that want to fund Latin America. DFID had specific funding for Latin America (LAPPA) because it was closing offices in Latin America. LAPPA funding is also coming to an end. We are committed to the region and are negotiating with Christian Aid and CAFOD to find ways to continue our work. The model in Central America – the hub model – will mean that the main office will be in Honduras with part-time staff in El Salvador and Nicaragua.

Is this the time for a CAFOD/Progressio convergence?

The two organisations are different and complementary. There is a lot of common ground and we work together, but at this stage we are not contemplating a merger or acquisition.

There being no further questions the meeting then moved to the formal motions:

Motion – Approval of Annual Report and 2009/10Accounts

Proposer: Erik Pearse; Second: Robina Rafferty

Passed Nem Com

Motion – Reappointment of Auditors – Messrs Appleby & Wood

Proposer: Anne Marie Sharman; Second: Mildred Neville

Passed Nem Com

Motion – Re-election of Phil King and Tim Livesey for two years

Proposer: Ian Linden; Second: Moira Redfern

Passed Nem Com

Motion – Election of two new trustees – Ijeoma Ajibade and Susana Edjang for three years

Proposer: Anne Marie Sharman; Second: Chris Smith

Passed Nem Com

7. Vote of thanks

The Chair thanked the Trustees – those out-going and those who were willing to stand again – and all those present.

Motions for voting

Adoption of the annual report and accounts

A summary version of the accounts is included in the annual review; full accounts are available on request from the Progressio office or can be downloaded from the website:

<http://www.progressio.org.uk/content/transparency>

Appointment of Appleby and Wood as auditors

It is recommended by the Finance & Audit Committee that we do not go to tender for the auditors due to cost constraints.

Amendments to the Memorandum of Association and Articles of Association

The following changes to the M&A are proposed to the members of the Company for voting:

1. Acknowledgement of Progressio as the working name of CIIR

Progressio has been adopted as the working name, and we do not want to remove the reference to CIIR, but we seek a reference to the working name on the face of the M&A.

The resolution is:

That the phrase “which operates under the name Progressio.” be added to point 1 in the Memorandum of Association so that it reads:

The company’s name is Catholic Institute for International Relations, which operates under the working name Progressio (and in this document is called the Charity).

2. Amendment to proceedings at general meetings

This amendment is to take into account the acceptance (and requirement under law) of proxy votes from people unable to attend the meeting. We would also like to reduce the size of quorum required in the light of reducing membership numbers.

The resolution is:

That the point 9.(1) in the Articles of Association which currently says:

No business shall be transacted at any meeting unless a quorum is present

be amended to read:

No business shall be transacted at any meeting unless there is a quorum.

And 9.(2) which currently says:

A quorum is thirty persons entitled to vote upon the business to be transacted each being a member or a duly authorised representative of a member

be amended to read:

A quorum is twenty persons entitled to vote upon the business to be transacted, each being a member, a duly authorised representative of a member, or appointed by a member as proxy.

3. Votes of members

Given the point above, the M&A needs clarification on the inclusion of proxy votes in the voting process. The resolution is:

To include an additional line in point 16 of the Articles of Association that says:

Members are entitled to attend general meetings in person or by proxy (but only if the appointment of a proxy is in writing – using an appropriate form – and notified to the secretary before the commencement of the meeting).

4. Amendments to the size of the Board of Directors (Trustees)

The organisation seeks to increase the maximum number of Directors (Trustees) from twelve to fourteen. The organisation seeks to ensure a balance of skills and diversity among its group.

The resolution is:

To amend point 20 in the Articles of Association from:

The number of Directors shall be not less than eight and not more than twelve, of whom at least two trustees in addition to the Chair should be of the Catholic faith.

to:

The number of Directors shall be not less than eight and not more than fourteen, of whom at least two trustees in addition to the Chair should be of the Catholic faith.

Re-election of Trustees

The Board nominates the following trustees, who are due to retire but are eligible to stand again for re-election for a further two years:

Carolyn Williams
Dennis Sewell
Martin McEnery

Election of Trustees

The Board nominates the following candidates for election for an initial three year period:

Jagat Chatrath
Dan Cook
Andy Waites

Trustee and candidate biographies

The following Trustees are standing for re-election as nominations from the Board:

Carolyn Williams

Carolyn has worked as a teacher and field officer with VSO in Sierra Leone, as Peru Country Representative for Progressio (then CIIR), and as Head of Christian Aid's Latin America/Caribbean

Programme for a total of 18 years. She holds a PhD on Sexuality, Rights and Development from the LSE and now works on a freelance basis as a researcher, consultant and translator, including for the UN Women's Fund for Gender Equality.

Dennis Sewell

A political journalist and award-winning documentary maker, Dennis came across Progressio (then CIIR) when he was working on Timor-Leste (East Timor). He is a writer and broadcaster who joined the Board in 2002. He has been Vice Chair since 2007.

Martin McEnery

Originally trained as a barrister, Martin has been a management consultant in the UK, Europe, Africa and India for 20 years. He has been a founding director of two innovative social companies. He has been on the Board since 2006, appointed as Chair in 2008.

The following three candidates are standing for election as Trustees following an open recruitment process:

Jagat Chatrath

Jagat is a Chartered Accountant and has worked as an Audit Manager for the London Borough of Ealing, the Audit Commission, and the Home Office, where he set up and is head of the Anti Fraud and Corruption Team. He is experienced in managing multi-disciplinary teams and in working with senior managers and policy-makers. He is a magistrate for the Central Hertfordshire Bench and has held a variety of voluntary roles in the public and voluntary sectors, including as a Board member of the Riverpoint and Housing Services Agency and as a member of the Audit Committee of Victim Support.

Dan Cook

After studying Engineering Science at Oxford University, Dan has worked in the City for the past 26 years, most recently for Wharton Asset Management. Having lived in Tanzania and Mauritius as a child, he has always had an interest in developing countries and is currently studying for an MSc in International Development at the Open University. He also owns and runs a movie film restoration business, and has set up a small charity called Food for Thought (East Africa) which supports children through education in Tanzania and Kenya.

Andy Waites

Andy has over 16 years of international development experience gained in a variety of positions at VSO and CAFOD. He has a proven track record of leading successful change processes, developing strategies that deliver results, empowering individuals and building effective teams. At CAFOD he managed the Partnership Programme Agreement with DFID and was a member of the International Leadership Team. Andy currently works as Manager of Service Development at the Cardinal Hume Centre tackling poverty and disadvantage in the UK.