The Chartered Institute of Logistics and Transport

Minutes
Council of Trustees & IAC Meeting

Thursday 26th November 2020; 13:30 – 15:30 GMT
Video Conference

Present

Present:	Name	Position	Initials
	Dato Radzak Malek	President	RM
	Jan Steenberg	Hon Secretary	JS
	Keith Newton	Secretary General	KN
	Alan Jones	IVP (UK)	AJ
	David Pugh	Hon Treasurer	DP
	Jane Green	IVP (UK)	JG
	Rupert Nichols	Hon Solicitor	RN
	Tom Naylor	Interim FD	TN
	Mike Pestereff (in part)	IAC Member	MP
	Jon Harris (in part)	Int Education Lead	JH

No.	Item	Action
1.0	**Welcome** RM welcomed all to the meeting.	
2.0	**Minutes of the meetings of the COT & IAC on Tuesday 13th October.** These were reviewed and approved as a true record of the meeting	
2.1	**Matters Arising from the Minutes** Item 3.1.2 Alan Waller's expense claims. DP proposed we dealt with this first in the meeting. KN outlined the discussions he had with Alan after communicating to him the Trustees decision at the last meeting not to pay. KN stated that Alan was not happy with the decision, which he felt questioned is integrity. DP stated that last time the Trustees had agreed that there was not a case for paying but he recommended we review this further to make sure we were being fair with this decision as Alan was a key figure in the organisation, had committed much to the endowment funds & Aspire work and had served as International President. Both RN and MP stated that they were conflicted on this matter as they had strong personal connections with Alan. DP proposed that he, as reasonably independent from Alan in that he had only met him on a couple of occasions, should review the paperwork in detail. As chair of both UK and International Audit committees he could then come to a view and recommendation. JG agreed this was a good solution and that it would be hard to make a special case, even for Alan. AJ said that the Trustees had to make absolutely sure this was a bona fide claim so as to not set a precedent or make a special case. The meeting agreed to ask DP to conduct a review. It was proposed and agreed that we make an accrual to cover	DP / KN / TN

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CILT International Office
Earlstrees Court | Earlstrees Road | Corby | Northants | NN17 4AX | UK
+44 (0) 1536 740162 | info@ciltinternational.org | ciltinternational.org

Charity Registration Number: 313376

International liabilities in the 2019-20 accounts and TN had advised the auditors there was this risk.

3.0 IAC Items

3.1 Year End Accounts

TN commented that these had gone to the auditors for review. Apart from the AW accrual there would be no further changes to the accounts as presented. TN commented that they represented an excellent year in view of the challenges presented financially by the Covid-19 crisis. TN said that the Annual report as copied to Trustees had been completed and tidied up and sent to Andrew Weatherill for the auditors to review. KN

3.2 October Accounts, Forecast & Going Concern

TN added that a Going Concern review would be required by the auditors and that work was underway to extend a latest forecast (2 plus 10) until the end of January 2022 to meet that requirement on the assumption that the audit and accounts would be approved by the end of January 2021. TN/KN

TN raised the question of merger costs being added to the forecast. The meeting agreed that £5k should be added in the presumption that CILT UK would match that amount in their forecast. The recent governance issues in Tanzania and Zambia were discussed as to whether we also needed to provide more for this type of eventualities. JS said it was prudent that an appropriate sum for both legal and branch support costs for possible similar incidents was put into the forecast. MP agreed said it was prudent to cover as much as we could as the Trustees had to cover a lot of territory and countries globally and issues were likely to arise. JS proposed we should seek to put £25k for branch support costs into the forecast. DP/TN / KN to take forward.

The October accounts were reviewed and the shortfall in education income noted. KN stated that November income would meet budget but not compensate for the loss in October. KN stated that it was too early to note a trend and our intelligence on the ground suggested this was driven by short term factors rather than a longer term downturn. KN

3.3 Risk Register

TN had presented a proposed register. MP said it was a well presented, concise summary. DP proposed we remove the draft status and accept it as the risk approach for CILT International. DP requested TN to pass to the auditors as our approved risk register and then to use it in future COT / IAC meetings TN

TN will pick up the three areas of control and mitigation to finalise with KN and Jon Harris.

3.4 Investment Report

There had been no further report from our investment managers since the last meeting.

TN requested and it was agreed to minute the adoption of the proposed change from the investment managers that was

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recommended at the last meeting to the split between UK equities and overseas investment.

3.5 Aspire Payments

KN raised the issue resulting from the approved payment made at the Aspire meeting for a £7.1k payment to Aspire. KN pointed out that this was counter to the instructions given to the Aspire committee in March 2021, meant we had exceeded allowable donatable sums in our endowment funds and had been approved on the basis of a budgeted sum of £7.5k, not an agreed ability to pay. JG said that in attending the Aspire meeting it had been awarded on the basis of the budgeted sum. DP proposed we honoured the payment and stated that there would be no further Aspire payments in this financial year. It was agreed that KN & JG would review and draft a process to avoid a repetition of the issue in future. Payment would be considered as coming from the endowment rather than the general fund and investment returns over the coming financial year reviewed against this committed sum. KN/JG

It was agreed to hold the possible Henry Spurrier award until funds were available.

MP left the meeting

4.0 Governance & Administration

4.1 Trustee Declarations

AJ had completed his declaration for the auditors. He stated he had been formally now elected as the CILT UK Chairperson and that he had taken on recently the chair role of the Community Transport Association. There were no other changes reported.

4.2 Country Updates

4.2.1 CILT Rwanda

It was agreed that subject to the final approval & registration by the Rwandan Government, that the delegation agreement should be signed with CILT Rwanda, following the successful legalisation of documents by the UK Rwandan High Commission and the F & C Office.

4.2.2 CILT Philippines KN

It was agreed to pay the second instalment of the payment to CILT Australia following the review conducted in the last month. Similar reviews would be organised by KN & reported to the Trustees before the 3rd and 4th payments in March and June 2021.

4.2.3 KN & RM advised of the status with CILT India on the integration of the training providers in South India. Subject to progress a proposal would be brought back to the Trustees for the resumption of educational governance by CILT India. JS stated this would be dependent on sufficient actions from CILT India to assure the Trustees of their capability.

KN also updated the Trustees of the visit by Chief Teete Owusu-Nortey to Zambia to pursue the education and governance issues there. Chief Teete would report back at the next COT. KN KN said that Chief Teete was now in Tanzania and had been joined by Dr Demba to observe the proceedings of the AGM due to be held today by the suspended CILT in Tanzania as part of

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the actions to restore the branch status there. Again, an update will be given at the next Trustee meeting.

4.3 Membership SLA with CILT HK

KN proposed and the meeting agreed that the SLA with CILT Hong Kong be signed for the period 2021-22.

4.4 Business Development Strategy Proposal

Jon Harris joined the meeting. He presented the proposal which included exploring routes to seek relationships and funding from partners in the commercial, government and international fields. He proposed establishing a think tank with involvement from Trustees as this was further developed. RN requested we seek to involve Transaid and ELUPEG as potential partners.
(JH left the meeting)

4.5 Annual Reports

KN updated the Trustees with the status of invoicing for 2021 which was planned before the end of December.
KN advised the Trustees that a number of countries had failed to respond to the deadlines for the information that enabled the invoices to be issued. DP was concerned that we became a soft touch and proposed we responded with potential penalties for those who did not conform. AJ and JS supported this stance. It was agreed to inform any countries who had not yet provided the responses requested that a 20% penalty fee would be charged additional to the invoiced fee for any country that did not return the information by December 31st, 2020.

5.0 Join Up

5.1 Join up Update from AJ

AJ advised that the join up committee had met again on 4th November. Further to those meeting he had met with Kevin Richardson and KN to discuss the difference document and the organisational structure. A final structure had more or less been agreed and would be refined and presented to the join up committee meeting on December 4th. The interim structures would need to be further discussed and worked on. The outcomes of these discussions would be brought back to the trustees before any decisions, together with any points of disagreement. AJ said that he had spoken to RM and would be keeping RM up to date with the discussions. AJ proposed to hold a joint Trustee meeting in January. DP agreed that the timing of that was critical. JS said that it was important that both sets of Trustees made these decisions on structure and organisation. AJ described the final structure as led by a single SG / CEO role with responsibilities down to a senior management team who had both CILT UK and International remits. AJ noted that the final Trustee body was planned to be a single body with an operational board within that reporting to the overall Trustees. RN commented that this model of a supervisory board structure was common within European board structures. RN commented that in effect the Secretary General position was already defined as the senior position in the organisation. AJ

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JS asked if, when we got to the point of making decisions, that would involve the International Council. RN said that it would be prudent to do that although the governance does not require their approval. It would enable us to take everyone with us.
AJ stated that he will put forward the proposed structure, the appointment process and link that to the International Council process. AJ stated that there would be a requirement for two separate sign offs from the two current Boards.
RM stated that he had had a recent discussion with an individual and the point was made to him that the join up was about UK joining with International. It was not about International joining the UK. RN stated that the organisation that should prevail as the parent was International, not CILT UK, who would remain as a body under delegation.

5.2

Nomination by CILT UK of Paul Sainthouse as the President Elect

KN introduced the nomination by CILT UK of Paul to take up the President Elect role from January 1st, 2021, take up the position of IMC Chair from the same date and succeed RM s International President on January 1st, 2022. This nomination was unanimously agreed.

6.0 **Any Other Business**

KN requested approval to proceed with the proposal to bring the final three contractors including himself into CILT International employment and payroll. This had been put forward in the meeting on August 20th and was agreed at that meeting. Subsequent join up proposals had delayed the process but now that full integration of budgets and organisation was no longer practical for 1st January 2021 it as essential that the steps were now taken. DP requested that that did not include taking on Toby. KN confirmed that was not part of the original proposal. DP also requested that before decisions on individual's pay was communicated the Trustees would be further involved. KN stressed that the budget had included detailed costings of the proposed job roles with implementation from January 1st. This would guide the proposals and he confirmed that as part of the next stage in the plan the proposals would be brought back to the Trustees. The meeting agreed KN should proceed.

There was no other business raised.

7.0 **Date of Next Meeting**

The meeting agreed the dates proposed for the meetings in 2021. The next meeting date would be Thursday 27th February 2021 at midday GMT.

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