



Minutes from GCN UK Annual General Meeting (3 September 2020)

The meeting took place on the Zoom platform using audio and video.

Meeting started at 13:33 and ended at 15:00.

1. Welcome

- The meeting was called to order by the Network Chair, Márcia Balisciano, at 13:33.

2. Network Governance Matters

2.1. Quorum

- The Chair confirmed the meeting was quorate. As this was the first AGM held online, she also explained the electronic voting process.

2.2. Apologies

- No apologies were received for the meeting.

2.3. Board of Trustees

- The Chair introduced herself and each of the Trustees on the Network Board:
 - Deb, Leary, CEO, Forensic Pathways Limited;
 - Nigel, Lockwood, Head of Government Relations & CSR, G4S plc;
 - Dr. Nicky Black, Director of Social and Economic Development Programme, International Council on Mining & Metals (ICMM).

2.4. Minutes of the Annual General Meeting held on 24 June 2019

- The Chair introduced the resolution to approve the minutes from the previous Annual General Meeting.

The Members approved the minutes of the AGM held in 2019:

Be it resolved that the minutes of the Annual General Meeting held on 24 June 2019 are approved.

2.5. Update to members

- The Chair introduced the next item on the agenda: update to members.
- The ED provided an overview of the UK Network status on: membership; accounts; application for charity status; Secretariat staffing; strategic plan; and 2021 programme.

2.6. Presentation of Special Resolution to adopt new Articles of Association and reasons for change

- The Chair introduced the Special Resolution: Articles of Association and reasons for change. She provided a brief overview of the changes to the Articles of Association and reminded the steps that the Board had taken to ensure members were properly informed about these changes ahead of the AGM.

The Members passed the Special Resolution: Articles of Association and reasons for change

The Global Compact Network UK Board recommends that members adopt the Articles of Association presented with the formal notice of this Annual General Meeting.

Be it resolved that the aforementioned draft Articles of Association be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.

2.7. Presentation of Ordinary Resolution to delegate authority to the board to appoint an auditor

- The Chair introduced the first ordinary resolution: Delegate authority to the board to appoint an auditor.

The Members passed Ordinary Resolution #1: Delegate authority to the board to appoint an auditor.

Be it resolved that the Board of the Company shall be authorised to appoint auditors for the Company for the financial year from 1 January 2020 to 31 December 2020 and to fix the remuneration of the auditors.

2.8. Presentation of Ordinary Resolutions to appoint new trustees

- The Chair introduced the second ordinary resolution: Appoint new Trustees.
- The Chair introduced the new Trustees:
 - Rachel Moseley, Director of Sustainability and Responsible Business, Refinitiv;
 - Davide Stronati, Global Sustainability Leader, Mott MacDonald;
 - Anna Turrell, Head of Environment, Tesco plc.

The Members passed Ordinary Resolution#2: Appoint new Trustees

Be it resolved that Rachel Moseley, Davide Stronati and Anna Turrell shall be appointed as directors of the Company.

- The Chair and Executive Director asked the members to join them in thanking retiring Director Nicky Black, for her many years of service to the Network, both as Director and Chair.

2.9. AOB

- There was no AOB.

3. Roundtable discussions on 2021 planning

- The Executive Director invited members to provide feedback on the 2021 Planning in breakout rooms. Key discussion points were captured by members of the Network Secretariat.

4. Closing Remarks

- The Chair brought the meeting to a close at 15:00.