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# Precis of non-Board material changes to the Bye-laws



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## Introduction of new Chartered title – Chartered Insurance Underwriting Agent

We have obtained outline approval from Privy Council, who are responsible for approving new Chartered titles, to introduce the Chartered Insurance Underwriting Agent title and we now want to consult our members before they have the opportunity to approve the new title at the AGM. We have recognised that there is a significant community within our membership who do not align to the Chartered titles which are currently available to institute members. To prevent confusion for consumers, we are looking to introduce the Chartered Insurance Underwriting Agent for the Managing General Agents amongst our membership. Privy Council have confirmed that they have no objection to this proposal.

## Modernising General Meetings (including the AGM)

For the CII to deliver its modern, relevant and diverse vision, we need to give all members the opportunity to participate in our General Meetings. Last year the CII introduced electronic voting to make voting at our AGMs more accessible but we would like to take this a step further. Last year's voting figures were 17 times higher than the previous paper-based best totalling over 6,000 votes received. By changing our Bye-laws, we can enable members, to receive voting papers electronically and attend the meeting electronically so that all our members can participate wherever they are in the world. If this section of the Bye-laws is approved by the members and Privy Council, we are looking to introduce a hybrid AGM next year where all our members will be able to attend and ask questions both in person and electronically.

Whilst we were looking into this issue we realised that the current quorum for General Meetings, which is 35 people from 15 Local Institutes, is not an encouraging or inclusive message to be giving our wider membership especially those based internationally. By widening the scope of the AGM to encourage all members to be attend electronically, we do not want to give the impression that the AGM is an event focused only on Local Institute members which is currently implied. We are not looking to change the number of people that are required by the quorum but to make it more inclusive. We are, therefore, proposing to change the quorum to 35 people from any area

of the membership and also to allow members to attend electronically. To further avoid a block quorum from any one section of the membership, the quorum cannot come from CII staff.

For the time-being AGMs will be part of the Local Institute Network Conference so our Local Institute members will be involved and, as the Conference will be moving around the British Isles, so will our AGM. This means that many members who have not been able to attend in person beforehand, will have the opportunity.

Although the AGM will be chaired by the Independent Chair which is being proposed as part of the changes to the Board, it is important that the President is still a major part of our general meetings. Whilst the Chair will focus on governance and the CEO will continue to provide feedback on operations and business, a slot for the President to provide a round up of their year and to discuss membership engagement will be included.

We are also looking to make a change around member motions at AGMs. Motions are not to be confused with questions which can be asked by any member without restriction at our General Meetings. The only change going forwards is that there will be more opportunity as those attending electronically can submit questions in real time.

Members currently have the opportunity to raise motions at the AGM which are opened up to the membership to vote

## Precis of non-Board material changes to the Bye-laws - continued

on – provided they give 90 days-notice. Under the current rules, a member can raise any motion. Whilst we want to ensure that members still have the opportunity to raise genuine motions, at the present we are a hostage to fortune. For example, if a member wanted to raise a motion for all members to wear red socks, we would have to put this motion to you. Not only would this waste everyone’s time but it could be potentially damaging to the CII’s reputation as a credible professional body. The changes to the Bye-laws enable the Board to act as a filter to member motions. However, we also want to ensure that genuine motions are not curtailed by the Board so a safeguard has been built in which says that approval of a member motion cannot be unreasonably withheld. If the Board do not approve a motion they will provide an explanation.

None of this prevents members attending the AGM from asking any questions they like, or challenging the panel on matters on the day.

### **Vice Presidents to be qualified CII members**

Vice Presidents are voted for by the membership at AGMs. At present, Vice Presidents can come from any background. However, we are aware that there is a widely held membership view, with which the Board agrees, that Vice Presidents should be qualified members of the CII due to the ambassadorial nature of their role. We are therefore proposing that it is hard wired into the Bye-laws going forwards, that all Vice Presidents will need to be qualified CII members.

We also want to ensure, going forward, that each of our Vice Presidents has a specific role like our existing Vice President for Local Institutes. Whilst, we are not recommending that our Vice Presidents are Chartered at this stage, whether one of the Vice President roles will be focussed on promoting Chartered will be reviewed during 2019.

### **Requisitioning Special General Meetings (SGM)**

Currently 50 members from not less than 10 Local Institutes can requisition an SGM provided it is endorsed by Representative Council. It is proposed that this is changed to 50 members who can come from the whole membership with endorsement provided by the new Engagement Members Board roles. This is to provide a more inclusive message to our members who are not involved in Local Institutes. The Engagement Members on the Board will be the voice of the members of the Board so they will be best placed to consider a membership request for an SGM.

# Precis of non-Board material changes to the Bye-laws - continued

## Rationalising Affiliated Institutes

At present we have two categories of overseas institutes in our Bye-laws. These are not to be confused with Local Institutes which are in the UK, Isle of Man and the Channel Islands. These two categories are affiliated institutes and associated institutes and the only difference between them is that associated institutes are in the European Union whereas affiliated institutes are from the rest of the world. Both sets of institutes either have or have had a relationship with the CII in the past. The change we are proposing is to call all these institutes affiliated institutes and remove the category of associated institutes.

We are choosing to retain the category of affiliated institutes as there are far more of them. For the avoidance of doubt, all associated Institutes will automatically become affiliated Institutes.

Connected to this is a current requirement in the Bye-laws for General Meetings to approve new affiliated and associated institutes and to approve the withdrawal of old ones. We have recently appointed an International Director, David Thompson to develop our international strategy and part of his role will be to work with existing insurance institutes in other parts of the World. For the CII to have a proactive international strategy, we need to be able to move quickly rather than waiting for an annual meeting to make any changes. For this reason, we are suggesting that the approval and withdrawal of affiliated institutes becomes a matter for the CII Board, as is the case for the Local Institutes of the CII.

## Rationalising requirements for Fellowship and Associateship

As a professional body, we are updating the CII Fellowship and Associateship eligibility criteria to better reflect that written examinations are by no means the only method by which contemporary awarding organisations assess knowledge and skills. The new wording has been extended to include 'assessments' and 'submissions' to reflect the type of assessments which our students are expected to complete.

We also want to clarify the difference between our qualifications, such as Advanced Diploma, and our designations – Chartered and Fellowship. We will be dropping the two year experience requirement for our qualifications but retaining the need to have experience for our designations. These are public badges not just of academic achievement but of professionalism.

The Chartered Insurance Institute  
42-48 High Road, South Woodford,  
London E18 2JP

tel: +44 (0)20 8989 8464

customer.serv@cii.co.uk  
cii.co.uk

 Chartered Insurance Institute

 @CIIGroup