



Minutes

Council of Trustees & IAC Meeting

Wednesday 22nd September 2021; 11:00 – 13:30 BST
Video Conference

Present

Present:	Name	Position	Initials
	Dato Radzak Malek	President	RM
	Paul Sainthouse	IMC Chair & President Elect	PS
	Jan Steenberg	Hon Secretary	JS
	Keith Newton	Secretary General	KN
	Alan Jones	IVP (UK)	AJ
	Jane Green	IVP (UK)	JG
	Rupert Nichols	Hon Solicitor	RN
	Tom Naylor	Finance Director	TN
	Dr Dorothy Chan	Associate Trustee	DC
	Chief Teete OWUSU-NORTEY	Associate Trustee	TON
	Gayani De Alwis	Global Chair, WiLAT	GDA
Apologies	David Pugh	Hon Treasurer	DP
	Emma Ross	Global Chair, NG	ER

No.	Item	Action
1.0	Welcome & Declaration of Interests RM welcomed all, including the new COT members, to the meeting. RM noted this was a joint IAC and COT meeting. PS advised that he had been invited onto the Education Panel for the Worshipful Company of Carmen.	
2.0	Minutes of the meeting of the IAC on Tuesday 31st August 2021 and the COT meeting on Wednesday August 18th.	
2.1	Matters Arising from the Minutes	
2.1.1	Item 3.1 IAC minutes – Aspire & H Spurrier payments TN made clear that the Trustees should be committed to the payments proposed in the forecast. If the meeting was not committed to the payments, then they should not be accrued. The meeting agreed that the payments were committed subject to the agreement that JG was seeking in the use of the expenditure.	
2.1.2	Item 2.1.3 COT Minutes Fees Position KN updated the meeting with the commitments from Nigeria and Pakistan to pay the dues by the end of 2021. This left only CILT China payments unresolved. KN to pursue further and TN to put in a provision to cover non payment.	KN/TN

2.1.3 Item 7.2 IAC Minutes CILT Kazakhstan accounts review

TN updated the meeting with the agreement with Mazars to audit based on a fee of \$6450 plus travel. Travel costs would be included as the Mazars team were based in Tashkent. MP asked if the costs were commensurate with the benefit. TN stated that there was no actual financial benefit other than a possible recovery of the identified monies (\$18k). The meeting agreed that the work should progress to safeguard CILT interests and obviate any possible future USAID actions if we did not investigate. TN to progress and begin as soon as possible. TN to accrue in this year's forecast.

TN

2.1.4 Potential Liability: Mazars Discussion

TN informed the Trustees of a potential financial liability under discussion with Mazars. TN detailed the potential scale of the risks following an initial meeting. The meeting discussed the scope and potential resolutions. TN advised that Mazars had indicated the likely costs of their advice and he awaited a formal letter of engagement. This was aimed at finalising the tax position before the end of 2021. TN was instructed to include the Mazars costs in the forecast and proceed. RN advised that a second opinion be sought once Mazars had produced their advice.

The minutes were reviewed & accepted as a true record of the meeting.

3.0 Budget 2021-22

TN ran through the assumptions and the balance sheet headlines. TN stated that the bounce back loan was assumed to be repaid in the cashflow. TN also said that the remaining roles were assumed to be employed with the exception of the SG and FD roles. MP stated that the loan payback needs to reflect how and when we repay and in principle at the low interest levels it was possible to hold on for longer.

KN outlined the 4 decisions requested from IAC for COT review and decision & gave an overview of the items. PS questioned insurance and KN confirmed that employee liability, professional indemnity and Directors / Officers Liability was covered. Travel insurance was not.

It was agreed that decisions on employment should wait for the Mazars advice before proceeding.

The meeting agreed that the budget as presented should be agreed and accepted with the following actions

KN

- Removal of the proposed policy costs of £10k with the plan to review gain against a specific proposal as the year develops
- Addition of £5k HR costs to cover known advice
- Consider the Mazars advice given on potential liabilities and review then with a third party, also considering the position on D & C cover
- Take further decisions on the timing of the repayment of the bounce bank loan

TN was asked to update the COT & IAC on the Mazars progress as it progresses.

4.0 August Accounts & Zambian Debt

TN advised that debt of £32494.55 had already been written off in the accounts as per the issued report. This debt was two years old, was unlikely to be recovered and the 5 providers concerned had been struck off. He requested this debt be formally agreed by the COT to be retrospectively written off. Two providers, ZAMIM / CILT Zambia & NIPA with debts of £10,111.05 and £3340.47, were also to be struck off and their debts written off with the approval of COT.

The meeting approved the write offs as stated and instructed that these providers should not be re-engaged at any stage. A total of £45,946.07 would be written off.

The remaining provider, ZCIPT, with debts of £1785.71, had not paid instalments to all due dates, but had repaid a number of those instalments. It was agreed that ZCPIT should be given a final plan with deadlines to repay. TON was asked to support the debt chasing and the position with them would be reviewed at the December COT.

JS / DP

5.0 Risk Register

TN presented the risk register as endorsed at IAC. The meeting noted the need to update this with the contractual liability under discussion with Mazars now included. It was requested to review the register again at the December meeting.

MP left the meeting

6.0 IMC Meeting of 2nd September – items for COT

PS summarised the key areas discussed including IBF, WiLAT and Next Generation governance, the Brand Audit programme & discussions on non-participatory countries. PS noted that the IBF gives a potential opening into the corporate market with Finbarr Cleary leading that work in the next 6 months.

7.0 Africa Governance Report

KN & TON updated the meeting with the process now established to review country by country progress and governance. Four potential new branches were being supported. Governance issues in Tanzania, Zambia and Kenya were being followed through. This would be the focus of targeted visits in 2021-22 as travel allowed, together with regular reviews.

8.0 International Roles & Responsibilities

JS thanked the meeting for the comments to his draft sent back. He proposed that he updated the master document and recirculated. He advised making progress on this document first before considering the Byelaws and other documents. He also proposed setting up a meeting for in depth discussion on the revised document and agreement to a final version, ahead of the December COT. The meeting agreed with the proposals and JS would progress.

RM put forward a proposal to establish a presidential advisory body with a membership of past Presidents, chaired by the current President. JS stated that the proposal had been included in the roles and responsibilities draft. It was agreed to cover this in more detail at the planned meeting.

9.0 Any Other Business & the Date of Next Meeting

DC thanked the Trustees for the invitation to join the body and DC recognised the hard work being done. DC offered her understanding of the initial employment situation when the Secretariat was formed in 2012 as part of the Mazars situation.

The next meeting of the **IAC** is arranged for **Thursday December 9th at 1000hrs to 1200hrs GMT**. The **COT** is arranged for **Thursday 9th December from 1200hrs to 1400hrs GMT**.

DRAFT