



Annual General Meeting 2023

Minutes of the meeting held at 1600hrs London Time on 14 September 2023 by videoconference.

Present	Marion Smith KC (MS) Chair, Board of Trustees Paul Barrett (PB) Honorary Treasurer
In attendance	Catherine Dixon (CEO) Chief Executive Officer Alexis Bennett (GC) General Counsel and Director of Legal Services Graham Ashton (DoF) Director of Finance Katie Odling (HoG) Head of Governance Irum Johal (GaCO) Governance and Complaints Officer
Apologies	Ibrahim Hussain (Canadian Branch) Michael Craig-Cooper (Southern England Branch) Philip Fidler (South-East England Branch)

Item	
01.23	<p>WELCOME FROM THE CHAIR</p> <p>The Chair welcomed everyone to the 2023 Annual General Meeting (AGM) of the Chartered Institute of Arbitrators. The chair thanked Ciarb's global members, for joining the AGM and for their support in 2022. The Chair invited the CEO to read out the Notice, calling the meeting.</p> <p>The CEO confirmed the meeting was quorate, after which she explained the voting process. All those present were informed that the meeting was being recorded.</p>
02.23	<p>MINUTES OF THE PREVIOUS AGM MEETING HELD ON 29TH SEPTEMBER 2022</p> <p>The motion to approve the minutes of the meeting held on 29th September 2022 was proposed by the Chair. Anthony Gafoor (Carribbean Branch) seconded the motion.</p> <p>The Chair declared the motion passed.</p> <p>Resolved – That the minutes of the AGM of the Chartered Institute of Arbitrators held on 29th September 2022 be approved.</p>
03.23	<p>MINUTES OF THE EGM HELD ON 29TH SEPTEMBER 2022</p> <p>The motion to approve the minutes of the meeting held on 29 September 2022 was proposed by the Chair. Arran Dowling-Hussey (Ireland Trustee) seconded the motion.</p>

	<p>The Chair declared the motion passed.</p> <p>Resolved – That the minutes of the EGM of the Chartered Institute of Arbitrators held on 29th September 2022 be approved.</p>
<p>04.23</p>	<p>ANNUAL ACCOUNTS, THE TRUSTEES' ANNUAL REPORT AND THE REPORT OF THE AUDITORS FOR THE YEAR ENDED</p> <p>The Chair took the opportunity to reflect on the achievements and work of the Ciarb in 2022.</p> <p>In September 2022, the membership reviewed and overwhelmingly voted in favour of the proposed changes to our constitutional documents – the Royal Charter and Byelaws to enable Ciarb to operate more efficiently and effectively.</p> <p>The Chair explained that our achievements were only possible by the dedication of our members: who generously and voluntarily contributed their time and expertise.</p> <p>Our 2022 Annual Report set out, what Ciarb together achieved as well as the work being done internationally to support effective dispute resolution and to champion all aspects of dispute resolution: arbitration, mediation, and adjudication.</p> <p>The Chair highlighted Ciarb’s achievements and successes in 2022 and shared these below:</p> <p>Membership – Our membership grew to 17,398 professional members – the highest ever number of members.</p> <p>Training – We trained more people – an increase of 10% to 4,700. We delivered training in more parts of the world: including Oman, Saudi Arabia, Costa Rica, and Peru.</p> <p>Global Presence: We grew our international presence, adding the Pakistan Branch to our global network. We continued to represent members’ interest globally at forums including UNCITRAL and through responding to Government consultations</p> <p>Appointments: Our Dispute Appointment Service made 16% more appointments compared to 2021.</p> <p>Events:</p> <ul style="list-style-type: none"> • 2022 saw the return of face-to-face events. • Close to 8,000 people registered for Ciarb’s virtual and in-person events last year – such as the Commercial Stability in a World of Conflict

webinar series developed with JAMS. This is available on our YouTube channel.

- We were honoured to have Francis Xavier SC deliver the Alexander Lecture.
- We were also honoured to have Sir Geoffrey Vos, the current Head of the Civil Justice in England and Wales deliver the Roebuck Lecture.

Thought leadership: we added our new guideline on the use of technology in international arbitration to our suite of practical resources for members.

Equality, diversity and inclusion: In 2022, we implemented inclusive policies on events, education and training. We also continue to support the equal representation pledges.

The Chair thanked the Board of Trustees, Standing Committees, Branches, members, volunteers and our staff team based around the world, and in London for contributing to the success of Ciarb.

The Chair invited the Honorary Treasurer, Paul Barrett, to present and comment on the 2022 accounts.

The Honorary Treasurer highlighted the economic effects of global events including the war in Ukraine and the global economic downturn.

Notwithstanding, Ciarb had improved its financial position and the 2022 Going Concern note 2(c) on page 84 of the Annual Report confirmed that it continued to produce an annual surplus of income over expenditure. It had also set its 2023 budget on the reasonable assumption that this would continue.

The Trustees and Executive were confident, that with the budgeted surplus forecast in 2023, along with reserves, Ciarb had adequate resources to operate for the near future. This, along with forecasting conducted to June 2024, provided assurance that Ciarb could meet its fiduciary responsibilities.

The Honorary Treasurer stated that the Annual Report 2022 highlights many positive results.

The Honorary Treasurer reported specifically on the following from the Annual report 2022:

- Total income reached £8.2 million. This was an increase of £749,000 and was the first time Ciarb had gone above the £8m mark.
- Ciarb HQ and its subsidiaries exceeded the annual budget and provided a surplus of £158,000.

- The number of professional members grew to 17,398. This was a 3% increase from 2021 and was the first time Ciarb had exceeded 17,000 at the start of the fiscal year.
- Member subscriptions increased by £537,000 to £4.7 million. Additionally, event income increased by £39,000 to £168,000.
- Worldwide education and training activities accounted for £2.16 millions of income – a reduction of £301,000 from 2021. Over 4,700 people completed Ciarb training globally and over 4,000 took our assessments.
- Room hires income from 12 Bloomsbury Square Ltd saw a significant improvement of £277,000 to £405,000. 2023 continued to show encouraging improvement with income to July at £407,000, exceeding the total room hire income in 2022.
- Expenditure reached £8.4 million, overtaking the income growth. After taking a small investment gain into account, this resulted in net income of minus £106,000. This comprised the above mentioned Ciarb HQ and its subsidiaries surplus of £157,000, and a £263,000 loss from Branches. If the grants paid to Branches was taken out, this loss increases to £435,000.
- Work was underway to resolve this through improved budgeting processes and an external review of the Branch funding model.
- Worldwide staff costs were reported at £3.7 million, an increase of £220,000 compared to 2021. There were, on average, 71 full-time members of staff employed compared to 70 in 2021; this included staff employed at Branch level. This reflected both salary increases as well as exceptional costs relating to outgoing personnel.
- Ciarb benefited from the relative strength of the British pound. After international Branch assets were translated to Sterling, the net movement in funds was a positive £258,000. Net Assets therefore increased to £39,000 short of £10 million.
- Tangible Assets of £6.7m largely comprised the properties at 12 - 14 Bloomsbury Square. These were recorded at their cost, in 2001 and 2011, of £6 million. The associated mortgages had been paid down by £133,000 over the year and long-term liabilities now stood at £896,000.
- The book value of equity in Ciarb's properties was 4.2 million and Ciarb believed the market value significantly exceeded this.
- Intangible assets totalled £747,000 – this comprised the Finance, CRM (Customer Relationship Management) (or Customer Relationship Management) and website systems developed over the last three years, which continued to improve as part of Ciarb's digital transformation programme.
- Investments had increased by £40,000 to £1.76 million as of 31 December 2022. The portfolio comprised two funds with international economic factors impacting on growth.
- The net current assets figure now stood at £1.6 million, a year-on-year decrease of £679,000.

- Cash at bank stood at £3.2 million globally, a decrease of £591,000 from 2021, with £393,000 of this borne from the Branch losses. Most cash, £2.25 million, was held in Branch bank accounts.
- Cash generated by operations was £204,000 and loan repayments were made also of £204,000. Payments to acquire fixed assets came to £965,000. These related to the new IT systems and a Branch property.

The Honorary Treasurer reported that Ciarb was in a strong and healthy financial position and made continued progress with its strategy. The Branch network continued to grow, as Ciarb expected to welcome new Branches through the rest of 2022 and into 2023.

The Honorary Treasurer invited any questions on the accounts.

Questions and Answers

Question: *Was there a consideration to reduce the subscription fee for members in third world countries like Kenya?*

Answer: The CEO replied that members based in Kenya do pay a significantly reduced rate of membership. Ciarb base the membership fee on the World Bank economic indices. In 2022, Ciarb did make some adjustments to the fees in some of the Africa countries. The DoF added that if members paid before the end of February, they would benefit from a 5% discount on full membership price.

Question: *Could membership fees be reduced? This may encourage renewals or new members?*

Answer: The DoF replied that membership fees were set based on global inflation. The fees are also set to fulfil the requirements to fund Ciarb, to provide the services to the members and provide funding to the Branches as well as activities. These fees were based on world bank indices.

Question: *Could you confirm the liaison between the Dubai International Arbitration Centre and the Singapore International Arbitration Centre with the Chartered Institute of Arbitrators.*

Answer: The CEO confirmed that we work with institutions globally and we would encourage institutions to recognise our qualifications. From a global perspective, Ciarb had institutions around the world that would look favourably on qualifications. It would allow individuals to get into the powers of institutions. The CEO concluded that we would have members from both institutions that sit on the panel.

Question: *Could you offer some insight as to how the Board was ensuring and monitoring financial and good governance implementation in Branches?*

Answer: The CEO stated that HQ worked closely with Branches. The Director of Finance also works closely with Branches and continues to be a point of contact for any concerns Branches may have regarding finances. All Branches must comply with the requirements set out in the Branch Model Rules and should work within the financial parameters detailed in their plans.

Question: *Whether or not Ciarb have a position on serving judges acting as arbitrators?*

Answer: The CEO replied that Ciarb did not take a formal position on that however, if a judge was active and served around independence and conflict of interest. Then this would need to be satisfied before the judge could sit as an arbitrator.

Question: *How do we apply for the chartered adjudication certificate and board inclusion?*

Answer: The CEO responded that Ciarb would shortly launch the criteria that would be required to apply for the Chartered Adjudicator designation. The CEO explained the application process and stated that it depended on members level of qualifications and experience. Some Branches also run panel schemes, and Branches would need to liaise directly with their local Branch.

Question: *Are you planning to have a fixed schedule for course offerings and pathway course offerings?*

Answer: The CEO confirmed there was a fixed schedule of dates for assessments and these dates had been shared with Branches. Ciarb HQ have encouraged the Branches to fix course dates in advance and notify HQ. The team could also then direct candidates who may come to local Branch courses. This information would be published on the on the website.

Question: *From the perspective of the panel, what are the benefits of being a member for those who wish to be arbitrators?*

Answer: The CEO discussed the numerous benefits of being a member of Ciarb. These included:

- Members would be part of a global community
- There were numerous opportunities for networking.
- Members would have the opportunity to attend various online webinars, lectures, and activities.
- There were opportunities to join a variety of leadership or special interest groups.

- The publication with access to the journal.
- There were local Branch activities such as training, networking, and social activities.
- There were Ciarb courses, and those courses carried the post nominals which were recognised globally.
- Ciarb have a regularly active Young Members Group as for those starting out in in practice.
- Members would have access to the newly relaunched mentoring scheme.

Question: *was there any clarity on how the Ciarb mentoring scheme works?*

Answer: The CEO confirmed that Ciarb would shortly be relaunching the new mentoring scheme, which would be an online virtual platform. This would be offered globally. It was also important to note that many local Branches also offer mentoring schemes and the CEO urged members to check with their local Branch. The new mentoring scheme would involve members to go online and meet a mentor or mentee depending on a member's role. This could either be in a group or individually depending on the arrangement. The scheme allows opportunities to either meet virtually, exchange notes, or ask questions.

Question: *How could an existing Ciarb member enhance chances of being noticed for arbitrations?*

Answer: The Chair stated the benefits of the mentoring scheme. The CEO added that Ciarb holds many events, which would be networking events and opportunities to discuss certain topics. This allows members to network and get to know other practitioners around the world. These networking events have presented many arbitration opportunities.

The Honorary Treasurer emphasised the importance and need for members to raise their individual profiles, by creating awareness about their involvement in arbitration. The Honorary Treasurer advised members to take a proactive approach and get involved with their Branch; get involved with subcommittees, go to different events and work to get on to panels.

Question: *Would there be a point person in Ciarb for promoting arbitration as a means of resolving disputes involving data, privacy, breaches?*

Answer: The CEO explained that any breaches reported would be dealt with appropriately and initially the General Counsel and the CEO would be notified. Ciarb members were urged to always maintain their reporting obligations around data protection and privacy. In relation to arbitration and privacy, Ciarb include many specialist groups and professional practice teams. These groups could also assist and direct people in the correct way in relation to those

technical issues. Further information would be provided if members reach out to Senior Management.

Question: *The press had published an article regarding one of our previous employees. Please, could you advise of his present position? And if this member is no longer associated with the Institute, what is the basis upon which his engagement ceased?*

Answer: The CEO confirmed that the individual referred to in the article no longer worked for Ciarb.

Question: *Would there be a consideration to allow for mediators to pay lower membership fees, seeing earnings are so much lower?*

Answer: The CEO responded that Ciarb does not differentiate between specialties with their membership. It would be merely based on the level of the individual's membership, be it a member, Associate, or a Fellow. Then there would be a fee on where the individual is based and that's how Ciarb would calculate the fee. The amount of work that members may get as a mediator would vary around the world. It would be fixed, based on the level of membership.

Question: *What would the possibility of members in Branches, participating and benefiting from CIA's head office activities and the opportunities it creates?*

Answer: The CEO explained that many programs and events had been hybrid. This allowed members to attend events face to face and those who could not attend in person could watch them on live stream. There are opportunities for people to join those events, irrespective of where they were based around the world. Additionally, we would record our lectures, so that even if it were a time that was inconvenient for members, the recordings are available to watch. The team try to make Ciarb events as accessible as possible. Local Branches also attempt to hold hybrid events but as they are more local events, they are more likely to be face to face. We at Ciarb encourage members to go local Branch events as well.

Question: *Given the increase in virtual training courses available on the website. Was there a plan to cross level revenue lost by Branches who lose students to face to face courses because of this?*

Answer: The DoF replied and advised that the team were in discussions with the Branches on a constant basis regarding this issue. There had been difficulties when it comes to virtual versus face to face, especially for those Branches who are geographically close to each other. Ciarb HQ analysed this issue and found that it is not necessarily the case that Branches of poaching candidates from

each other. However, Ciarb would support the Branches in to establish a process which would ensure that the Branches do benefit from their candidates, other Branches, and HQ.

Question: *Sierra Leone had passed a new law on arbitration that was passed last year and intends to establish a Branch. Who could be contacted?*

Answer: The CEO advised the member to contact herself and the Governance team for assistance.

Question: *Why was there a fee for attending an online seminar for members?*

Answer: The CEO confirmed that many Ciarb events were free, and we do charge for some events to cover certain costs, however, Ciarb charge less for members to join events.

Question – *Was there any plan to provide more discount for members who take Ciarb courses?*

Answer: The CEO replied that members who pay promptly and in time, would receive a discount on Ciarb courses.

Question: *Does membership entitle you to automatic appointment to arbitrate cases? Because without such considerations it means we are not getting value for our annual subscriptions.*

Answer: The Chair replied that arbitration is built on consent. and that party agreement was at the heart of it. Parties tended to enter arbitration proceedings because they want the power to choose who arbitrates their disputes. Unfortunately, we could not confirm if membership of the Ciarb would entitle members to receive automatic appointment to arbitration cases, and that is a matter for the parties.

The CEO added that to enable members to receive these connections, we would give members as much support as possible. If you are a member of Ciarb, it would give individual's a better opportunity to do that.

Question: *Is it an International Institute of Arbitrators or an Institute of International Arbitrators?*

Answer: The Chair stated the Ciarb was a global membership organisation for alternative dispute resolvers with 43 Branches and members in 150 districts. This justified both perspectives. Overall, it was a professional body and membership organisation.

The Chair thanked all members for their questions.

	<p>The Honorary Treasurer Proposed that the Annual Accounts, the Trustees' Annual Report, and the Report of the Auditors for the year ended 31 December 2022 be approved. The Motion was seconded by Richard Morris (London Branch).</p>
05.23	<p>REMUNERATION OF THE AUDITORS</p> <p>The Honorary Treasurer proposed the motion that the Trustees be authorised to fix the remuneration of the Auditors. The motion was seconded by Charles Meyer (North American Branch).</p> <p>Resolved, that the Trustees be authorised to fix the remuneration of the Auditors.</p>
06.23	<p>ANY OTHER BUSINESS</p> <p>There were no items to consider.</p>
	<p>The Chair thanked everyone for attending and declared the meeting closed.</p>