

Members' Event

Virtual Annual General Meeting
Saturday 5 December 2020

From the comfort of your own home
See page 35 for joining instructions

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Enclosed with this booklet are:

Your Proxy Form

The Annual Report and Accounts
for the year ended 30 June 2020

Event Information

When: Saturday 5 December 2020

10.00am Virtual AGM opens

10.30am Virtual AGM begins

12.30pm Close

Where: Broadcast to you from Which?, 2 Marylebone Road, London, NW1 4DF
(instructions for joining on page 35)

If you would like to attend the Virtual AGM, please email us at agm@which.co.uk including your membership number and postcode, or complete the form at the back of this booklet and return it in the enclosed envelope by **Thursday 19 November 2020**.

It is not possible for Members to attend the AGM in person this year, but full details on how to join virtually can be found on page 35.

Voting before the Virtual AGM

If you are unable to attend the Virtual AGM, but would still like to vote, please submit the Proxy Form, enclosed with this Notice. All resolutions at the meeting (other than resolutions 5–9) will be put to a vote on a poll, rather than being decided by a show of hands at the meeting. Page 36 explains the voting procedure at the Virtual AGM.

Resolutions 5–9 are to appoint and reappoint certain Trustees of the Association. A voting booklet and voting form were sent to members in September 2020 by post or by email from Civica Election Services. Members are not able to vote on these resolutions via their AGM Proxy Form. Only those votes received by post, online or phone by noon on 3 December in accordance with the instructions in the voting book will count.

Please cast your proxy and Trustee appointments vote. This is your opportunity to be involved in how we are run and also have your say on how we set ourselves up for the future.

If you want to discuss the resolutions, then our governance specialists are available. You can register your interest for a call back by emailing agm@which.co.uk or via the customer service centre on **029 2267 0000**.

CONSUMERS' ASSOCIATION

(the Association or the Charity)

NOTICE OF VIRTUAL ANNUAL GENERAL MEETING

(the Notice)

NOTICE IS HEREBY GIVEN that the sixty-third **Annual General Meeting ('AGM')** of Members will be held virtually and broadcast from 2 Marylebone Road, London, NW1 4DF, United Kingdom on Saturday 5 December 2020 at 10.30am for the purposes set out below.

The order of business will be as follows:

- (1) Chair's Statement
- (2) Chief Executive's Statement
- (3) Formal AGM business

Formal AGM business will consider Ordinary Resolutions (1-4). The outcome of the resolutions (5-9) of the Broad Membership will also be announced at the AGM.

Please note that Ordinary Resolutions and resolutions of the Broad Membership require a majority of those votes cast in favour to be passed.

We recommend reading the Explanatory Notes set out at the end of this Notice before voting.

PROPOSED AND RECOMMENDED RESOLUTIONS

Ordinary Resolutions

The Council of Trustees recommends that you vote **in favour** of the following proposed and recommended Ordinary Resolutions. These Ordinary Resolutions, if passed, will take effect immediately.

1. To receive and approve the minutes of the sixty-second AGM held on 23 November 2019.
2. To receive the Trustees' annual report and financial statements (the Annual Report and Accounts) for the year ended 30 June 2020.
3. To deal with the reappointment of PricewaterhouseCoopers LLP as auditor.
4. To authorise the Council of Trustees to set the remuneration of the auditor.


Resolutions of the Broad Membership

The Council of Trustees recommends that you vote in favour of the following proposed and recommended resolutions of the Broad Membership. These resolutions of the Broad Membership, if passed, will take effect immediately.

5. To approve the appointment of Sam Younger.
6. To approve the appointment of Dorothy Burwell.
7. To approve the appointment of Harry Gaskell.
8. To approve the reappointment of Sharon Grant.
9. To approve the reappointment of Mélanie Griffiths.

See Explanatory Notes 1-9 at the end of this Notice.

By Order of the Council of Trustees



Charmian Averty
Company Secretary
23 October 2020

NOTES

- 1 A Member entitled to virtually attend and vote at the Meeting convened by the above Notice shall be entitled to appoint a proxy to attend, speak and vote in their place. A proxy must attend the virtual Meeting to represent you.
- 2 A form of proxy is enclosed. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. The appointment of a proxy will not prevent a Member from subsequently virtually attending and voting at the meeting, in which case any votes cast by the proxy will be excluded and your proxy appointment will automatically be terminated.
- 3 You can direct your proxy holder to vote in a certain way by so indicating on the proxy form. If you do not indicate how you want your proxy to vote, your proxy will have discretion to cast your vote as they think fit. If you appoint the Chair as your proxy and give them discretion as to how to cast your vote, the Chair will cast your vote in line with Council of Trustees' recommendations.
- 4 To appoint a proxy and submit voting instructions,
 - Go to **www.cesvotes.com/caagm2020** and enter your two part security code that is printed in the boxes at the top of your Proxy Form, or
 - Complete and sign the Proxy Form and return it in the reply-paid envelope provided. Alternatively, post it to **Civica Election Services, The Election Centre, 33 Clarendon Road, London, N8 0NW.**
- 5 Proxy appointments and voting instructions, including any amendments, whether postal or electronic, must be received by Civica Election Services no later than 48 hours before the time of the Meeting, which is 10.30am on Thursday 3 December 2020.
- 6 If you require a replacement Proxy Form, please contact Civica Election Services at **support-CESvotes@civica.co.uk** or **020 8889 9203** no later than 9am on Friday 27 November 2020 in order for the replacement to be made available to you by the deadline for receipt.
- 7 Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy.
- 8 If you wish to raise questions in advance, please email **agm@which.co.uk** using 'Questions for 2020 AGM' in the subject line, or complete page 33 in the AGM pack and return to us via Civica Election Services in the reply-paid envelope. Pre-submitted questions must be received by 9am on Thursday 19 November 2020, although this does not preclude questions being asked on the day.
- 9 The AGM shall be recorded by audio for record keeping purposes and to enable us to share the full recording and any part of it (including edited versions or parts) with others. By attending the virtual AGM you acknowledge that you may be recorded by audio for the purposes set out above and consent to this.

EXPLANATORY NOTES

Ordinary Resolutions 1-4

These resolutions concern items of ordinary business and are proposed as Ordinary Resolutions requiring a majority of votes to be cast in favour to be passed. Each of these Ordinary Resolutions, if passed, will take effect immediately.

Ordinary Resolution 1

The Council of Trustees recommends that you vote in favour of receiving and approving the minutes of the sixty-second Annual General Meeting.

The minutes have been distributed in advance to attendees of the 2019 AGM and comments reflected within the minutes now before you.

Ordinary Resolution 2

The Council of Trustees recommends that you vote in favour of receiving the Report of the Council of Trustees and the Accounts (the ‘**Annual Report and Accounts**’) for the year ended 30 June 2020.

The Council of Trustees has approved and recommends the Annual Report and Accounts having considered them at length and with the recommendation of the group auditor, PricewaterhouseCoopers LLP (PwC).

Ordinary Resolution 3

The Council of Trustees recommends that you vote in favour to reappoint PwC as auditor.

The business of a Consumers’ Association AGM includes a resolution to reappoint the auditor. In accordance with the Companies Act 2006, an external auditor must be appointed for each financial year.

PwC has been the external auditor of the Consumers’ Association and its group companies for each of the financial years since 2012-13 and following a re-tender process in 2018, the Council of Trustees recommended PwC be reappointed.

Ordinary Resolution 4

The Council of Trustees recommends that you vote in favour to authorise the Council of Trustees to set the remuneration of the auditor.

As is standard practice, the Council of Trustees seek approval from its Members to agree the audit fee for PwC. The Council of Trustees has adopted a policy of seeking to pay no more than is necessary to any service provider and the Group Audit and Risk Committee (GARC) is asked through a delegated authority from the Council of Trustees to ensure that the auditor’s fee represents value for money.

The Council of Trustees recommends that you vote in favour of Ordinary Resolutions 1-4.

Resolutions of the Broad Membership 5-9

These resolutions are considered by the Members and those associate members who have been associate members for more than 12 months (**‘the Broad Membership’**).

They concern the approval by the Broad Membership of the appointment and reappointment of trustees to the Council of Trustees in accordance with Article 15 of the Articles of Association that were adopted by the Members at the 2019 AGM. A voting booklet and voting form were sent to Members in September 2020 by post or by email from Civica Election Services. The voting booklet contains a description of the new trustee appointment process. Members are not able to vote on these resolutions via their AGM Proxy Form. Only those votes received by post, online or phone by noon on 3 December 2020 in accordance with the instructions in the voting book will count.

The result of each resolution will be announced at the AGM. Each of these resolutions if passed, will take effect immediately.

Each resolution is recommended to you by the Council of Trustees following the recommendations of the Nomination Committee.

Resolution 5

The Council of Trustees recommends that you vote in favour of the approval of Sam Younger’s appointment.

Further details about Sam can be found on page 6 of the Trustee voting booklet.

Resolution 6

The Council of Trustees recommends that you vote in favour of the approval of Dorothy Burwell’s appointment.

Further details about Dorothy can be found on page 7 of the Trustee voting booklet.

Resolution 7

The Council of Trustees recommends that you vote in favour of the approval of Harry Gaskell’s appointment.

Further details about Harry can be found on page 8 of the Trustee voting booklet.

Resolution 8

The Council of Trustees recommends that you vote in favour of the approval of Sharon Grant’s reappointment.

Further details about Sharon can be found on page 9 of the Trustee voting booklet.

Resolution 9

The Council of Trustees recommends that you vote in favour of the approval of Mélanie Griffiths’ reappointment.

Further details about Mélanie can be found on pages 10 & 11 of the Trustee voting booklet.

MINUTES OF THE SIXTY-SECOND ANNUAL GENERAL MEETING

Of Consumers' Association (the 'Association')

Held on Saturday 23 November 2019 at 2 Marylebone Road, London, NW1 4DF

Present: Tim Gardam (Chair), Sam Younger CBE (Incoming Chair), Anabel Hoult (Chief Executive), Judy Gibbons (Chair, Which? Limited), Charmian Averty (Company Secretary and General Counsel), Jenni Allen (Content Director), Bridget Goona (Interim Group People Director), Andy Nash (Chief Financial Officer), Caroline Normand (Director of Policy), Julia Unwin (Independent Member, Governance Review Committee), and 75 Ordinary Members of the Association.

Other Council Trustees in attendance:

Shirley Bailey-Wood MBE (Member, Group Audit & Risk Committee), Caroline Baker (Chair, Remuneration Committee), Christine Forde, Donald Grant, Sharon Grant, Jenny Oscroft (Deputy Chair), Roger Pittock, Peter Shears, Anna Walker CBE (former Trustee and Deputy Chair), Charles Wander, David Woodward and Brian Yates.

1/62 INTRODUCTION

Ms Jenni Allen, a member of the Leadership Team, explained that both the Chair and the Chief Executive would make some opening remarks and this would be followed by the formal business of the meeting and a session on the governance review.

It was noted that the formal business would be split into two parts: the first part looking at Resolutions 1–5, and the second part would focus on the governance review and Resolutions 6–9. After each resolution the relevant pre-submitted questions as well as those raised in the meeting would be covered.

Ms Allen explained that the meeting was being live streamed and recorded for record-keeping purposes. The recording would be available on the Which? website.

Ms Allen then handed over to the Chair.

2/62 CHAIR'S STATEMENT

The Chair welcomed members to the Which? offices for the 62nd Annual General Meeting of the Consumers' Association and introduced the Council Trustees, Which? Limited Board members and Leadership Team members on the stage. He also welcomed members joining the meeting via live stream for the first time.

The Chair explained that, in her first year as Chief Executive, and with a renewed Leadership Team, Anabel Hoult had rethought the organisation, taken it back to its core purposes, and set the organisation on course for the digital age. He observed that the statistics had shown the shift to digital was rapidly becoming commonplace and that, whilst this brought benefits it also brought complexity, with a shift in power from consumers to often powerful and insufficiently accountable organisations.

The Chair explained that Ms Hoult and her team had developed a powerful articulation of the impact the organisation must achieve for consumers in today's world; to make consumer experience simpler, fairer and safer, and that these principles should be those by which government, regulators and businesses are judged. From the highlights of the past year he gave examples of how Which? had

put these principles into action. One such example was the Freedom to Pay campaign, resulting in the government agreeing to protect access to cash for those who need it and to bring relevant regulators together to form a new group to tackle the issue. The Chair acknowledged the importance of Which?'s ability to mobilise and unite its members and supporters to make change happen; such as when a large number of supporters contacted the Office for Product Safety and Standards, demanding the recall of Whirlpool fire risk tumble dryers. The determination paid off when the government announced Whirlpool must now recall unmodified dryers still in people's homes.

The Chair explained that, whilst many campaigns were longer term, there was also a requirement to respond to immediate consumer issues and outlined, as an example, the role of Which? in offering advice and guidance following the collapse of Thomas Cook.

The Chair explained that, while the need for Which? in modern Britain was clear, the organisation cannot take its own future for granted. Which? only existed as a charity doing good for all consumers because it was also a business, which enabled it to pay its own way. He expressed the need for Which? to remain relevant and competitive, explaining that Ms Hault has had the task of seeking to renew the organisation, reassert the values that underpin it and to lead a team that reflects those values. She had undertaken a strategic review of the organisation to ensure that it focused on areas where it can have the greatest impact.

The Chair explained that some difficult decisions had to be made affecting a number of people, and services across the

organisation. In particular the closure of the Which? Mortgage Advisers and Which? Insurance Advisers businesses which, though they provided a first rate service, it became increasingly apparent that they were no longer sustainable in their current form, due to a combination of continuing economic uncertainty and a stagnant housing market.

The Chair went on to outline the three core principles on which the future of Which? would be built.

Firstly, independence. As the only not for profit organisation in the United Kingdom working between consumers, business and policy makers, it was in a unique position operating independently of grants or government funding.

Secondly, Which?'s membership model, with members both funding and engaging in activities, thus providing it with legitimacy. He explained that the challenge was to make this model work for the digital generation, placing membership more prominently at the heart of the organisation.

The third principle was trust. The fact that the organisation was trusted for its research and impartiality was a valuable asset to be preserved. In a digital world where it became harder to know whom to trust, Which?'s independence and rigour of testing mean that it could provide trusted advice.

The Chair explained that a review of governance had also been undertaken, with involvement and feedback from many of its members, which had strengthened the process. The aim of the review was to create a modern and simple governance structure built on trust and transparency, that would make the organisation easy to lead and easy to understand. Which?

wanted to be able to develop better ways to enable members to have greater participation and influence and to develop a more diverse membership that reflected modern Britain.

The Chair explained that the proposed reforms to Trustee selection were designed to attract Trustees with a wide range of expertise and experience who would be able to challenge, support and hold to account the executive ensuring that Which? fulfils its purposes as a charity.

The Chair said that this topic would be returned to at a later stage in the meeting when the recommendations would be discussed, and that all of Council were of the view that these changes would help make Which? a stronger organisation.

The Chair reflected that Which? was now an organisation that was more inclusive, energetic, open and accountable with a strong Leadership Team. He said that the level of senior Leadership remuneration, that had long preoccupied the organisation, had now been properly addressed.

The Chair noted that this was his final AGM and introduced his successor as Chair of the Consumers' Association, Sam Younger CBE.

The Chair then handed over to the Chief Executive, Anabel Houtt.

3/62 CHIEF EXECUTIVE'S STATEMENT

The Chief Executive welcomed members to the home of Which? for the AGM. She explained that it was the heart of the operation, where the co-ordination and research for product testing, and the production and editing of the magazines took place, as well as campaign planning by the advocacy team, whose work over the years had included making seat belts compulsory, banning nuisance calls and

preservation of vital cash services at the Post Office.

The Chief Executive noted the proud history of the magazine and said that the need for Which? as a strong and independent consumer champion was greater than ever. The digital revolution, while making available billions of products and services, had brought with it unfiltered reviews and advice and unscrupulous sellers such that consumers need trusted testing, research and advice more than ever.

The Chief Executive commented that Which? was also needed by businesses to hold them to account and to tell them how to serve their customers better; by regulators to provide insight into consumer behaviour; and by politicians to provide information when legislative or policy changes were made. She said that the organisation had been tireless in ensuring that consumer concerns were firmly on the agenda for the general election and the next Prime Minister.

She explained that Which? was needed to bring problems to light and to find innovative solutions, which it did through a combination of research, campaigning, policy expertise and the contribution of its members and supporters. She gave examples of the pursuit of Whirlpool over fire-risk tumble dryers and the Freedom to Pay campaign, as well as the Cash Summit whereby the issue of access to cash was now at the top of the agenda for banks, payment giants and the Treasury. She also indicated the role of Which? in ensuring that consumers got better protection from banks when they were victims of scams. The Chief Executive commented that these successes could not have been achieved without the Which? members.

The Chief Executive noted that at the last AGM she had outlined a number of key areas that she planned to focus on in her first year. These were: firstly, a review of the organisation's finances, and making Which? more agile and efficient; secondly, putting its members at the heart of what Which? does, and developing a compelling proposition built on digital transformation; and thirdly, to ensure Which? achieved the greatest impact for a diverse range of consumers.

The Chief Executive provided an update for each area. In terms of finances, she commented that it was clear that changes were needed to ensure the organisation could have the same impact and influence in years to come. This involved tough choices about where to target resources. A wide ranging strategic review had been undertaken with the full support of the Commercial Subsidiary Board, the Council of Trustees and the outgoing Chair. She explained that the decision to close Which? Mortgage Advisers and restructure teams had been extremely difficult and had led to the loss of some highly professional and dedicated colleagues and expressed her gratitude for their hard work.

The Chief Executive explained that, in terms of the future, work was underway to introduce a more compelling and flexible offer for members, to build a wider audience of engaged users and to grow the endorsement scheme. She also indicated that the cost base was being closely managed, and noted that those actions would help to create the strong financial foundation needed in order to have the greatest impact for consumers.

The Chief Executive explained that the second area was a commitment to put members, Which?'s most valuable asset, at the heart of what the organisation does,

and to build a compelling proposition for all audiences. She explained that, when the strategic review was first launched, members made it clear that in a sea of unfiltered opinions, Which?'s focus on rigour, evidence, proof and empowerment to make better decisions was more essential than ever. She explained that research carried out by Which? indicated a need to go beyond core product testing to help navigate a maze of other challenging choices consumers faced today. She commented that the refreshed and redesigned magazine would be tackling other kinds of issues with features and investigations addressing the big picture, and sustainability would be featuring more prominently in testing and research. Durability, reparability, efficiency and pollution levels would also be closely scrutinised to help those consumers who wanted to make more sustainable product choices.

The Chief Executive further explained that, based on customer research, Which? was investing in its technology platforms to make navigating content simpler and more seamless, and ensuring that an up-to-date archive of product reviews would be available on phone apps and the website. There would also be innovative new features on the phone app such as augmented reality to show how products look in the home.

The Chief Executive expressed the importance of members experiencing and influencing what Which? does, and explained that there would be more member workshops like those held before the AGM, and the recent printer testing session and Google Garage Protect Yourself Online event. She announced that Which? would be hosting a ThinkIn event with Tortoise Media. Through these

engagements, Which? could ensure that it was best placed to protect consumers' interests.

The Chief Executive went on to address the third area, achieving the greatest impact for consumers, indicating that in a digital world of opportunity and complexity in equal measure, the job of Which? was to make lives simpler, fairer and safer.

The Chief Executive explained that, while charitable spend had reduced this year as a result of the strategic review, this was not an indication of scaling back on commitment in this area. With clearer priorities and values, work to support consumers in four key areas: digital life; consumer rights; money; and scams, was expected to increase. She explained that much work was going on as Which? helped policymakers and businesses understand consumers' priorities in vital areas such as broadband and mobile connectivity, and access to banking services. Challenges on these issues had been set out for political parties contesting the general election in the Which? Agenda for Government. More was anticipated as Which? looked to secure improvements for consumers in these areas.

The Chief Executive expressed the importance of the fact that, while holding the powerful to account, Which? must be prepared to hold itself to the highest standards. Having identified shortfalls in some areas: transparency; the launch of some products and services; and valuing audiences, it became clear that it was essential to reconnect with the core values that earned Which? its status as a consumer champion. By engaging with members and employees, collecting their stories and experience of Which? at its best, the values needed for the foundation of all that Which? does now and in the

future were agreed. She noted that the values were: we're rigorous; we're brave; we make it happen; we're connected. The Chief Executive went on to promise that Which? would keep questioning and would find new ways to engage with members, supporters and international consumer groups, working together to ask big questions and to find global solutions; in such areas as online trade in unsafe products, platforms facilitating international fraud, and ensuring consumers have the mobile and broadband services they need for the digital world.

The Chief Executive assured members that Which? would remain steadfast in its mission to make consumers more powerful, reiterating that this drives everything the organisation does and it always will.

4/62 FORMAL BUSINESS OF THE MEETING

The Chair thanked the Chief Executive for her statement. He explained that the meeting would now move onto the formal business. The Notice of Meeting was taken as read and it was declared, in accordance with the Articles, that there would be a poll vote on each of the resolutions put to the meeting. The Chair explained the voting process and that the results would be published on the website after the meeting. He added that the results of proxy votes would be displayed on a screen after each resolution and in the interests of time, there would be no request for seconders for resolutions, but an informal show of hands would be requested to get a sense of response in the room.

5/62 MINUTES OF THE 61st ANNUAL GENERAL MEETING OF CONSUMERS' ASSOCIATION HELD ON 28 NOVEMBER 2018

The Chair explained that the first resolution was for approval of the minutes of the

61st Annual General Meeting held on 28 November 2018. It was noted that the minutes had been circulated to Ordinary Members with the Notice of AGM.

The Chair invited Ms Allen to facilitate the question and answer session.

Ms Allen reported that there had been no pre-submitted questions on this resolution.

The Chair invited questions from the floor.

Mr Harris asked, as it had been stated that people could change their minds and vote again, did that mean that they could have two votes?

The Chair said there was no intention to allow two votes. Ms Allen confirmed that each voter had a unique number so any second votes by an individual would be identified and deselected.

The Chair proposed:

THAT the minutes of the Annual General Meeting held on 28 November 2018 be APPROVED.

In accordance with the results of the poll, the Resolution was CARRIED with 1,667 votes in favour, 6 against and 51 abstentions.

6/62 REPORT OF THE COUNCIL OF TRUSTEES AND ACCOUNTS FOR THE YEAR ENDED 30 JUNE 2019

The Chair explained that Ian Hudson, Chair of the Group Audit & Risk Committee, was unable to be present but that Shirley Bailey-Wood, a member of the Committee, was in attendance to represent the Committee. The Chair also introduced Phil Stokes, PricewaterhouseCoopers LLP Audit Partner. The Chair invited questions on the Report and Accounts.

Ms Allen explained that there was one anonymous pre-submitted question asking where to find information regarding the

CEO's remuneration and the names of Trustees and Board members, and why the Annual Report included total number of employees and total salaries but not details of the cost of each individual.

The Chair invited Caroline Baker, Chair of the Remuneration Committee, to respond.

Ms Baker explained that information on the CEO's remuneration was to be found on page 34 and a list of Board members and Trustees on pages 58 and 59 of the Annual Report. She explained that salary information was published in line with the accounting rules in bands over £60,000 and, due to data privacy rules, individual remuneration was not disclosed. She added that there was an intention to adopt NCVO guidelines for disclosure in relation to the Leadership Team and that pay ratios would be published in line with the incoming rules for organisations with more than 250 employees.

Ms Allen introduced a question from Mr Ross who asked how an income in 2018-19 from other trading activities of £99 million listed in the consolidated statement complies with paragraph 5.1.1 of the Articles of Association stating that the Association shall not undertake any taxable permanent trading activity.

The Chair invited Andy Nash, Chief Financial Officer, to respond.

Mr Nash explained that there was a distinction between the charity, the Consumers' Association, which has a restriction in its Articles of Association on trading activities, and commercial subsidiaries, such as Which? Limited, which generated the profits, and in whose Articles of Association there is no such restriction.

The Chair invited questions from the floor.

Ms McEvoy, a longstanding member, asked why the gender pay gap appeared

to have worsened over the past year, particularly the bonus gap which had increased from 34% to 52%. She also asked how many employees were involved as she understood that not all employees were eligible for a bonus.

The Chair invited Ceri Howells, People Centre Manager, to respond.

Ms Howells explained that the bonus, which affected quite a number of employees, was not simply an annual award but included commission paid to member services and financial services, where there were a higher number of males which seemed to be an industry trend. She expressed the hope that this would change going forward.

Mr Ghosh asked why the decision to close Which? mortgage and insurance advice services had resulted in a £25.1 million impairment, yet this was stated as having no impact on the financial statements as all costs within the business were written off as incurred. He believed that there was an impact because there was a comment under the taxation note. This, he believed, affected the Balance Sheet as both investments and reserves went down. He gave an example of a previous Which? investment in India which was eventually written off, costing a lot of money and considered that this indicated that investment in some projects was being made without proper investigation and research. He commented that the right approach had been taken to close down the operations, but questioned how a second loss was allowed to be incurred.

The Chair replied that this was a fair question and asked Judy Gibbons, as Chair of Which? Limited, to respond in general terms in relation to the closure of the Mortgage and Insurance Advisers businesses.

Ms Gibbons explained that the original decision to enter financial services was made in 2010 when it was felt that the core subscription business was being threatened by online, as media was in general, and that there was a need to diversify and establish new revenue streams in markets where we could address consumer detriment. Mortgage advice was felt to be one of those areas and entered the market with a very strong strategic rationale. However, it became clear that, as the market continued to fragment and become more competitive, this business could not be made profitable and, as part of the strategic review, the difficult decision was taken to withdraw from that business. Ms Gibbons explained that she had no direct knowledge of the issue of India but believed that there was a rational decision taken to make the investment and after having tried for a number of years to make it work both financially and for consumers it was agreed that the business wouldn't work going forward.

The Chair then asked Andy Nash to respond to a couple of the more specific points.

Mr Nash advised that the comment 'no impact' had been made in relation to accounting in the Group Accounts because the investment in Which? Financial Services is eliminated on consolidation of the Group's Accounts. However, Mr Nash accepted that there had been a real impact in terms of lost funds invested over the years.

The Chair suggested that a conversation between Mr Nash and Mr Ghosh on that subject after the AGM might be useful. The Chair then asked the Chief Executive, Anabel Houlton, to comment on the lessons learned and the effect on future strategy.

Ms Houlton explained that financial services was set up as a separate business at a time when it was unclear how subscription

and media businesses would develop. She explained that it has become clear that Which? research and advice was very much valued and that the decision had been made to grow opportunities within the subscription business rather than having separate businesses. She added that there are other business ventures which sit around the core reviews, advice and information businesses, such as Which? endorsement, affiliates and switching businesses, and these, along with the subscription business, were areas planned for investment and growth. Ms Houlton added that in terms of the closure of the mortgage and insurance advisory businesses, the Board and Council were actively seeking to learn from the venture.

Ms Allen then indicated that there was a question from the live streaming.

A question was asked on behalf of Mr Lewis, who was attending through the live stream. He explained that he had attended the AGM for many years but was unable to do so under the new Saturday arrangement and asked whether consideration could be given to reverting to a weekday whilst retaining the new format.

The Chair explained that the aim was to find the right time when most members would be able to attend and the decision to hold the AGM on a Saturday was in response to many people who were unable to attend on a weekday. He explained that live streaming had been adopted to enable members who were unable to attend in person to watch in real time and to ask questions remotely. He commented that the issue would be further considered in the light of feedback from members as the intention was to ensure maximum engagement.

Mr Hoffman asked why a quarter of staff appeared to be at managerial level earning

over £60,000 a year, which he considered to be very top heavy. He wanted to understand what percentage of the salary bill was included in table 7 on page 48 of the financial statements, and how many managers were in trading and how many in lobbying in terms of the charity work. Mr Hoffman queried whether progress had been made in that area and suggested that there needed to be a shift in not having a top-heavy organisation.

The Chair asked Ms Houlton to respond to the question about the management structure.

Ms Houlton explained that considerable changes had been made to the Leadership Team both in terms of size, from 14 down to 10, and the remuneration structure. She explained that the process of restructuring would involve fulfilling some contractual obligations for people leaving the organisation and new people being brought in, but that in future years the cost of the Leadership Team would be considerably reduced.

The Chair asked Caroline Baker, Chair of the Remuneration Committee, to respond in terms of the remuneration policy.

Ms Baker explained that the amounts shown do not reflect just salary but the total cost in the year paid to individuals, including termination and exit agreements, pension contributions, pay in lieu of notice, redundancy payments and so on. She confirmed that this would be quite different in the following year.

The Chair asked Bridget Goona, Interim Group People Director, to comment in more detail on the total pay bill.

Ms Goona replied that she did not have the data to hand but would take it as an action to respond to after the meeting.

A member, identified as Michael, explained that he was following on from

the previous question. He observed that 12% of staff were involved in consumer research and 12% in promoting consumer interest, whilst approximately two-thirds were involved in trading activities, and asked whether this was the right balance for the Consumers' Association as a research and consumer interest association. He also asked whether in future years the salary bands could be split into the different activities so that it could be seen who was receiving the high salaries and thus who was most valued in the organisation.

The Chair explained that what makes Which? such an unusual public benefit organisation and charity is that it could not do what it does without a successful business. Therefore, in order to have a charitable activity to conduct, it was essential to drive revenues successfully. He expressed that, at its best, Which? should represent a virtuous circle, whereby driving a successful business which offers benefit to customers in terms of the research and advice given. That business then produces a wider public benefit for all consumers, even those who are not subscribers, by virtue of the pressure that is put on producers by the information provided through the business. He further commented that the holistic nature of Which? is what makes it an unusual charity and agreed that it was essential to ensure a balance. He emphasised that, so long as Which? relied solely on its own business to maintain independence, this would always remain an issue. The Chair then asked Ms Hoult to comment further.

Ms Hoult echoed the Chair's point about the holistic nature of the organisation, and explained that through the strategic review it was clear that the commercial and charitable activities work together

such that everything that is done provides both commercial return and impact for consumers. She gave an example of the fake reviews campaign which, while encouraging people to take membership of Which? and promoting commercial activity, is also at the heart of consumer rights. She added that, equally, the research carried out behind what people actually buy and want, also promotes the interest and enables Which? to champion consumer interests with businesses and policy makers.

The Chair proposed:

THAT the Annual Report and Accounts for the year ended 30 June 2019 be received.

In accordance with the results of the poll, the Resolution was duly CARRIED with 1,186 votes in favour, 10 against and 28 abstentions.

7/62 REAPPOINTMENT OF AUDITORS

The Chair thanked Phil Stokes, PricewaterhouseCoopers LLP ('PwC'), Audit Partner, for his professional help and advice over the last year. The Chair explained that Resolution 3 was to reappoint PwC as auditors to hold office until the conclusion of the next general meeting at which accounts are laid before the company, and that Resolution 4 proposes that the Council of Trustees be authorised to set the remuneration of the auditors.

The Chair explained that as both resolutions related to the auditors, questions would be taken on both Resolution 3 (reappointment of the auditors) and Resolution 4 (remuneration of the auditors) before they were voted on separately.

Ms Allen confirmed that there were no pre-submitted questions for these resolutions and invited questions from the floor.

Mr Robjent, believing that earlier reference had been made to financial excesses of the previous administration, queried why, in that case, the same auditors were being reappointed.

The Chair asked Shirley Bailey-Wood, a member of the Group Audit and Risk Committee, to explain the external auditor tender process.

Understanding Mr Robjent's question to relate to the balance of remuneration, Ms Bailey-Wood commented that the matter of remuneration had been significantly addressed, as explained in response to an earlier question. Ms Bailey-Wood explained that the appointment of PwC was proposed last year following a full and detailed tender process involving five audit companies, and that PwC had performed very well in their tender. She confirmed that the Group Audit and Risk Committee had every confidence in their capabilities to meet the requirements of Which? and strongly recommended their reappointment.

The Chair proposed:

THAT PwC be reappointed as auditors to hold office until the conclusion of the next general meeting at which accounts are laid before the company.

In accordance with the results of the poll, the Resolution was duly CARRIED with 1,041 votes in favour, 104 against and 79 abstentions.

8/62 REMUNERATION OF AUDITORS

All questions submitted in advance or raised at the meeting on the remuneration of the auditors had been answered.

The Chair proposed:

THAT the remuneration of the auditors for

the ensuing year be fixed by the Council of Trustees.

In accordance with the results of the poll, the Resolution was CARRIED with 1,133 votes in favour, 36 against and 55 abstentions.

9/62 APPOINTMENT OF TRUSTEES OF THE CONSUMERS' ASSOCIATION

The Chair explained that the next item of business was to declare the results of the ballot to elect four members to become Trustees of the Consumers' Association. He noted that the ballot booklet had been sent to eligible members shortly before the Notice of Annual General meeting and Annual Report and Financial Statements had been sent out. The Chair asked Jenni Allen to invite questions.

Ms Allen confirmed that there were no pre-submitted questions and no questions from the floor.

The Chair declared the results of the ballot and confirmed that Charles Wander, Brian Yates, Richard Sibbick and Mélanie Griffiths were duly appointed with effect from the end of the AGM. He explained that Mr Wander, Mr Yates and Mr Sibbick would each be appointed for a three year term, and that Ms Griffiths would be appointed for a term of one year as the fourth person elected would be taking the place of a Trustee who resigned part way through their term of office.

The Chair confirmed that the full election results would be posted on the website early the following week. The Chair congratulated those elected and thanked those who stood in the election for their commitment and interest.

The Chair noted that the Ordinary Resolutions of the AGM had now concluded and would move to a general question and answer session.

10/62 QUESTION AND ANSWERS

Ms Allen explained that there were a number of pre-submitted questions to be answered first, following which it would be opened to the floor. The first question, from Mr Defries, asked when Which? would review the driving industry, including disabled and audible driving aids, and also if they would advise the DVLA on driver training for electric vehicles.

The Chair asked Mike Briggs, Head of Product Testing, to respond.

Mr Briggs explained that the driving industry is an area that Which? has continually challenged itself with, particularly around disabled drivers, but had concluded that the level of expertise and testing required could not be carried out robustly enough by Which? and that was why RICA, now RiDC, the Research Institute for Disabled Consumers, had 'spun off' from Which? 20 years ago, and focused on this area, including car reviews. Which? continue to review elements that appeal to all ages, around comfort, practicality, safety, emissions and getting in and out of a vehicle. He explained that there were no plans to advise the DVLA on driver training for electric vehicles because there was no difference between that and driving a petrol or diesel car. He added that there is a detailed guide on the Which? website about charging electric vehicles, types of plugs and the impact of several network providers.

Ms Allen introduced the next question from Ms Thompson, asking what ongoing changes to reports on products and services will be made to ensure that sustainability is embedded in the work of the Consumers' Association.

The Chair reminded the meeting that the Chief Executive had made specific reference to sustainability and also expressed his

thanks to Sharon Darcy, a former Trustee who is Director of Sustainability First NGO, for her role in bringing sustainability into the Which? agenda in the past three years. The Chair then handed over to Mike Briggs.

Mr Briggs explained that there was an extensive programme of work underway on sustainability which is split into two elements. One is around insights into brands and their longevity, using Which?'s extensive Reliability Survey data and energy and water usage testing data, and bringing that to life on the website. Which? had also launched additional testing streams including reparability, packaging, digital obsolescence and looking at the Which? carbon footprint through its logistics operation.

Ms Allen then introduced the next question from Mr Gillard, who asked what steps Which? were taking to test internet routers against threats from hackers and to rate them in terms of how difficult they are to break into.

Mr Briggs explained that Which? had been testing security on internet routers and mesh systems extensively for many years, but the findings were generally revealed to the manufacturers through a disclosure system. He commented that Which? had a 100% record of manufacturers repairing those issues, because they can do it via the internet. Mr Briggs explained that Which? now had a test, developed at scale, which is being used by all its European partners, and has also been viewed as a template for government when looking at security or developing their own security guidelines. Mr Briggs added that Which? is rolling this into lots of different product areas, and it already exists in items such as, smart watches, wireless cameras, baby monitors, washing machines and coffee machines.

Ms Allen then introduced a question from Mr McPartlan, asking why the style of the magazine had changed, in particular why it was more like a weekend supplement with longer articles.

The Chair invited Ms Allen as Director of Content to respond initially.

Ms Allen explained that the organisation is invested in making the magazine a flagship title, part of which was evolving it and ensuring that it remained relevant and useful. She explained that considerable research had informed the changes and that feedback was always welcome and listened to. Ms Allen then handed over to Harry Rose, Editor of Which?.

Mr Rose explained that changing the magazine was taken very seriously. He commented that Which? as a research organisation prizes rigour and evidence highly and, uniquely as a publisher, surveys its readers for their feedback on a monthly basis and had done so since 2012. This had given insight into which parts of the magazine were working best. The research had been reinforced by a series of sessions in collaboration with Which? members around the country to identify what they most valued and what was less useful. As a result, a compelling consensus emerged demonstrating a shift in terms of what consumers wanted from print and what they go online for. Mr Rose explained that the changes made had been based on that feedback but would continue to be reviewed to see how responses change over time.

Ms Allen introduced the next question, on a similar theme, from Mr Briggs, who asked if the current format of the magazine is set in stone as it appeared to be more of a newspaper than an information outlet for domestic products and services.

Mr Rose explained that magazines should not be set in stone but should be dynamic and evolving pieces of journalism and editorial and that flexibility had been built into the design to respond to compelling feedback. He explained that the magazine had always been more than just an information outlet for people looking to purchase products, and that it had included features and investigations for a very long time, these being typically the most popular parts of the magazine. He confirmed that the number of long-form features remained much the same as before the redesign, while articles on product testing had reduced a little but that the substance of the magazine remained much the same.

Ms Allen introduced two questions from Mr Mackay asking, firstly, if Which? could make an effort to search out the many products they do not test but which could be future Best Buys, and, secondly, whether greater interest could be directed in the area of scams rather than relying so greatly on members.

The Chair asked Mike Briggs and Jenny King, Chief Research Officer, to respond.

Mr Briggs acknowledged that there were thousands of products that could be tested, and explained that Which? has a very developed system of choosing what those products should be; known as the innovation pipeline, which assesses products or potential categories in context and comparatively. This involves examining a number of elements such as size of the market, market growth, internet search, manufacturer information and also asking members, such as through the Have Your Say email which is circulated to 100,000 people. From the information gathered, the products which appear to have the

best impact in terms of commercial impact, appeal to members, or have impact on areas such as safety or security are chosen; enabling Which? to build up coverage and to test enough models as quickly as possible. He expressed confidence in making the right decision using the innovation pipeline.

Ms King explained that scams, a serious issue for consumers, had been identified as one of four impact areas for rigorous cross-organisation work to effect change for consumers. She explained that, whilst the insight received from members was valuable, as scams become increasingly difficult to identify, it was also important to work with organisations that are able to identify them at source, adopt prevention measures and manage risk. She gave several examples, such as the super complaint that Which? launched to tackle bank transfer fraud resulting in codes that banks should comply with. She commented that Which? were also looking into online advertising platforms as it is currently too easy to post fraudulent adverts without much scrutiny. Ms King also explained that Which? was working closely with organisations such as Action Fraud to understand emerging scams at an early stage and to provide advice on how to avoid them.

Ms Allen introduced two questions from Mr Gillard asking, firstly, why there is no single sign-on for Which? Conversation and, secondly, whether Which? could provide, in terms of the potential Brexit trade deals, a simple graphical display by consumer area indicating areas of improvement in rights and areas of deterioration.

The Chair asked Christine Davey, Head of Digital Business Operations and Transformation, to respond to the question of a single sign-on.

Ms Davey explained that the development of a single sign-on and the wider

development of Which? Conversation forms part of the organisation's digital roadmap, and the aim was to deliver a more holistic management account experience for members. She said this would take some time and expressed her appreciation of the frustration of maintaining two sign-ons for the time being.

The Chair then asked Judy Gibbons to add her response to this question.

Ms Gibbons explained that she had been recruited to help with digital transformation and expressed her confidence that Which? would deliver a world class consumer experience within the next couple of years. She confirmed that there was much to be done but steady progress was being made and such issues as a single sign-on were firmly part of the agenda.

The Chair then asked Caroline Normand, Director of Policy, to comment on the Brexit question.

Ms Normand explained that Which? had been engaged for over two years on the issue of Brexit. She commented that Which? does not take sides, other than the side of the consumer. Which? wants to ensure that the outcomes from Brexit, whatever they may be, are as good as they can be for consumers. She explained that the organisation was talking to government and others to ensure that those issues of most importance to consumers, whether rights, price, choice or standards, are maintained or improved after Brexit. She added that, once things are clearer, the next step would be to explore how to help consumers navigate any changes.

Ms Allen then introduced an anonymous question in two parts, asking, firstly, what the Consumers' Association planned to do about the small energy companies that have ceased to trade and, secondly,

whether it would include on the energy switch website information on how long a company has traded.

The Chair asked Raj Kakar-Clayton, Managing Director of Which? Trusted Traders and the endorsement scheme, to respond.

Mr Kakar-Clayton explained that trading information could not be added to the website but that there was content on Ofgem's Supplier of Last Resort process which protects consumers when a supplier goes bankrupt. He added that, following consultation earlier in the year, Ofgem have now updated their process for onboarding suppliers, applying more stringent criteria to a licence application.

The Chair commented that this was a key issue. He then invited questions from the floor, explaining that he would take three questions before responding to them.

Mr Tanner expressed the view that consumers were in a worse situation than ever before, not in terms of global issues but in terms of everyday products, which product to buy and whether the buying process is fair. He gave an example of a supermarket selling underweight smoked salmon and suggested that Which? might explain what 'E' means on packaging. He expressed his dissatisfaction at the previous lack of response from Which? and from Trading Standards to his queries on this issue.

Mr Levy asked why the Annual Report stated that the consumer base reached 632,000, seemingly indicating an apparent increase. When he requested figures for previous years from Which? Member Services, it appeared that the number of members has decreased by over 100,000 in the last two years, of which 87,000 were lost in the last year

alone. He asked what was the cause of this and if Which? considered it to be a cause for concern.

An unidentified member said that it was a pleasure to be welcomed to the Which? premises but commented that it was hard to find, so a sketch map would have been helpful.

The Chair then asked Jenni Allen to respond to the first question.

Ms Allen apologised that the Which? response was unsatisfactory and commented that ideas and feedback from members was important and taken seriously. She said that Which? understands it is the everyday choices consumers make that affects the money in their wallet and really concerns people. Ms Allen explained that work on everyday products was increasing, giving the example of regular articles on such issues as shrinking products, where the price remains the same but the product inside the package has shrunk considerably. She added that she would get back to the member on their specific issue.

The Chair asked the Chief Executive to respond to the question on subscriber numbers.

Ms Hault explained that as part of the strategy review, Which? had been refocusing on its subscription offering. She commented that a considerable amount of work had been carried out over the past couple of years to identify what people want from Which? with regard to product reviews and its subscription and member offering. As a result, there were three questions to be addressed in terms of the subscription offering: how to attract more people to Which?, how to convert them into paying subscribers; and how to engage members to stay for

longer. In terms of attracting members, she explained that there had been some investment in advertising to increase the Which? profile. Which? had also been exploring how it can reach people and how they can look for Which?, such as being present at the point where consumers are looking for products and starting their purchase journey. Ms Hoult explained that Which? was looking at paid advertising in the digital world, and also investing in how its content is delivered into search engines, so there is a huge amount of work going on in terms of how more people can be attracted to Which?, understanding who they are and the breadth of the audience. In terms of converting that traffic, she explained that several factors were being considered, such as how pricing and bundling can create a compelling proposition, how to make it easy to sign up for a trial, or sign up to Which?, does the customer understand Which?, what do they find appealing?, what is the price?, what is in the offering? Ms Hoult added that the number of trialists had increased, with the best period being Black Friday week last year, and the indications were that the current week, which was Black Friday week, was on target to exceed last year's figure. Ms Hoult explained that, in terms of engaging members to stay, the key issue was ensuring that members get to know and understand Which?, through compelling content. She explained that this was an area in which the team were actively engaged, giving an example of contextual supplements, which prove popular, such as the recent supplement on living more sustainably. She further commented that more opportunities to get engaged were being provided. Ms Hoult added that Which? suffered from legacy

technology, but that much investment was being made in digital platforms to enable a more effective offering.

Mr Ray asked, in terms of business to business endorsement, how Which? identified potential risk with a business, how to remove the risk and how to monitor it to protect consumers.

Ms Hoult explained that the research and product testing teams, who identify Which? Best Buy products and recommended providers, are independent of the team that talk with businesses seeking the Which? endorsement, and that only after research and product testing would the opportunity be given to a business to purchase a licence, thus ensuring that there is no conflict. Ms Hoult explained that there has been growth in terms of best buys and in the number of businesses wanting to buy a licence, indicating how valuable Which? endorsement has become and consequently appropriate pricing has been established. Ms Hoult said that, while growing this business, it is essential that it remains live, is kept close to Which?'s values and ensures rigour in testing such that the organisation's position is not compromised.

The Chair asked that any further questions from the floor should be collected to be answered at a later stage.

11/62 GOVERNANCE REVIEW

The Chair welcomed three members of the Governance Review Committee to the stage: Donald Grant, Council Trustee, Jenny Oscroft, Deputy Chair of the Council of Trustees and Julia Unwin, an Independent Member of the Committee. The Chair also welcomed Anna Walker who had recently stood down as a Deputy Chair and Council Trustee and member of the Committee.

The Chair explained that, for the past two years, a thorough review of governance of the Consumers' Association had been undertaken with the aim of demonstrating that the Association was amongst the best examples of how a charity should govern itself and of driving forward its public purpose. He explained that care was taken to ensure that the process was independent and objective. The Chair expressed his thanks to Dame Deirdre Hutton, Independent Chair of the Governance Review Committee, and Julia Unwin, both foremost experts on charity governance, for the skilled leadership, external perspective and challenge they have brought to the review and the best practice they have encouraged. The Chair confirmed that the Council of Trustees had endorsed the Governance Review Committee's recommendations believing that there was now a much stronger governance framework to support the needs of the organisation.

The Chair explained that Dame Deidre Hutton was unable to be present but she had recorded a video.

Ms Hutton apologised for being unable to be present. She expressed her conviction in the importance of Which? as a consumer champion, providing trusted, independent, impartial advice and expertise in a difficult competitive world. She explained that Which? itself was in a competitive environment and that, in order to remain top of its game, a strong and robust governance framework was essential. Ms Hutton added that charities were now required to have more transparent policies and diverse membership, something which the new governance framework reflected, enabling Which? to have robust policies, deliver its public purposes and to be an organisation that consumers

can trust. She explained that the aim was to design a framework that would guide Which?, retaining its values and ethics at centre stage, making the organisation easy to understand and to lead, with a diverse membership enabling two way dialogue and, importantly, to have a really effective Trustee body with a wide range of experience and expertise. Ms Hutton concluded by saying that the review had taken some time as it was important to involve a wide consultation, including the membership, other charities and experts; believing that the results and recommendations are ones which provide a solid base for Which? going forward. She expressed the hope that they would meet with member approval.

The Chair then handed over to Julia Unwin.

Ms Unwin expressed her thanks for being invited to take part in the review and to assist Which? as it moved into the next decade. She explained that Which?, among other charities, had to grapple with how the opportunity of a wide and active membership worked with the institution and charitable form that Which? inhabits, and that the governance review had enabled this to be achieved. Ms Unwin explained that the review looked at ways to ensure that Which? was connected to its network and informed by its membership whilst bringing best value to consumers. She explained that a package of recommendations had been developed based on three building blocks. It was recognised that the membership was a source of intelligence, which if grown and strengthened, could extend well beyond the vast numbers that Which? already mobilise, to all parts of the country, to all generations, making Which? a force to

be envied by other charities. Therefore, the first recommendation was that the Valued Membership Network is improved and enhanced, digitally and in other ways. Secondly, to ensure that the governance framework was right, not because it was wrong in the past, but so that it meets the pressures and requirements of governance in the 21st century, which involves changes to documents and detail, and ensuring that Which? is governed by a Council of Trustees that is accountable, open and trusted. The third recommendation was for excellent stewardship. Which? needed to ensure that its most precious asset, which is its wealth of experience, continues to be held in trust for future generations and that it continued to have a strong, credible, connected and current voice for consumers. This had been at the heart of the review. Ms Unwin explained that the recommendations came as a package because openness of the whole organisation was important, including openness internally to staff, to members and to the wider environment. She expressed her belief that the recommendations would make Which? one of the leading charities in the country with a modern approach to governance, engagement with members, connectedness and, importantly, making it easy to understand and to lead. She concluded by saying that, with difficult decisions to be made in the next decade, she believed that this governance framework enabled those decisions to be made with confidence and credibility.

The Chair handed over to Jenni Allen to facilitate questions on the resolutions.

Ms Allen explained that questions would be taken on the review in general and on the resolutions in particular. She introduced two pre-submitted questions

from Mr Knight, firstly in relation to Resolution 9, the new draft of the Articles of the Consumers' Association. Mr Knight observed that, Article 12.3 gives the right for a poll to be demanded by members on the result of a show of hands, however, Article 12.4 effectively allows the Chair to overrule that right, and asked if this should be reworded to make the requests for a poll to be superior? He asked, secondly, that, as Article 27.2 may be beyond the scope of the Freedom of Information Act and the trust of open governance, should this be reconsidered and the Information Commissioner consulted?

The Chair asked Charmian Averty, Company Secretary and General Counsel, to respond to both questions.

Ms Averty explained that Article 12.3 was about voting for members and Article 12.4 applies where a poll has not been demanded, hence there was no override or conflict between the two. In terms of Article 27.2, she explained that the Freedom of Information Act does not apply to charities, but the Charities Act and the Companies Act applies to the Association. She explained that as the new Articles provide rights that go beyond what is required the organisation can be comfortable about where that provision sits.

Ms Allen introduced a question from Ms Grice asking if there is a regional bias in the composition of the Council of Trustees between London and the Home Counties.

The Chair explained that there was no deliberate bias in terms of the geographical composition of the Council and that there were members of the Council of Trustees from across the United Kingdom. For example, David Woodward from Nottingham, Melanie Fuller from

Huddersfield, Donald Grant from Scotland, Peter Shears from the South West and Richard Sibbick from Cardiff. Nonetheless, the Chair expressed the view that Which? needed to have a Council crafted to speak from where consumers are and to recognise that the perspective of consumer rights and experience may vary around the country. In order to achieve that, it needed a Council of Trustees who represent the geographical spread and other aspects of diversity, including cultural and ethnic diversity, which are not satisfactorily represented at present. He concluded that if the governance proposals go forward, this should be achievable. The Chair invited Jenny Oscroft to comment.

Ms Oscroft expressed the importance of looking beyond geographical diversity, and to consider the broader context of diversity in all its forms, including diversity of experience, thought and background. She commented that the challenge of a dwindling membership and skew in the membership demographic meant that the current election model did not work because it had historically delivered Trustees from the membership which is demographically skewed and not representative of the widest breadth of UK consumers. She explained that charity law requires Which? to act on behalf of all UK consumers, not just the membership. Ms Oscroft noted that some members had expressed concern about supporting a member approval model as this would shift the voting right cherished by the membership to a later stage in the process. Under the proposed member approval model, the initial focus of responsibility for identifying Trustees would fall to the Nomination Committee supported by Independent Members of

the Committee, and then to the Council of Trustees to explain to members the choice of candidates, and why those people are the right people for a sustainable Council of Trustees, who would then vote. She explained that, whilst some members may view the change as a demotion of their voting rights, this was not the intention but, instead, that it was about upholding the duty and responsibility to build a body of Trustees with the right mix of experience and diversity to enable the organisation to grow and be sustainable to meet the duties it has in a digital age.

The Chair then asked for questions from the floor.

Mr Read, a member since 1967, expressed the view that the imposition of a nine year time limit for those serving on the Council would fail. As an example, he cited the case of Mr Christopher Zealley who served from 1974 until 2008, a total of thirty-four years, opining that, had he retired after nine years, more than twenty years of his expertise would have been lost. Mr Read stated that if the membership felt that Council members had been in place for too long, they would not be re-elected.

The Chair explained that the rule was there as best practice for charities in the Charity Governance Code. The Chair invited Julia Unwin to respond.

Ms Unwin explained that, whilst loss of talent, such as Mr Zealley, was a downside, the Corporate Governance Code and the Code of Good Governance for Charities both state that there should be time limits, the reason being that new people are needed to stretch, challenge and scrutinise. She stressed the importance of complying with good practice in both the corporate and the charity world and that, whilst something may be lost by time limits, much more may be gained.

The Chair asked Ms Oscroft, who had now served nine years as a Council Trustee, for her observations.

Ms Oscroft acknowledged Mr Zealley's contribution to Which?, commenting that his legacy was felt by all and added that there were many individuals who had contributed an enormous amount to Which?, often voluntarily. She explained that, whilst a huge contribution may be made by a longer serving individual, it was important to consider what new people might have contributed to the Council of Trustees in that period. Ms Oscroft explained that there was no suggestion that the contribution of past Trustees had been deficient, rather that embracing new Trustees from different backgrounds would ensure that the organisation is fit for the future.

Mr Jarvis, a member for 60 years, proposed an arrangement that was in practice at another charity that he is involved with, whereby a Trustee serves two five year terms but that, after 10 years, they can become a Trustee Emeritus, offering advice without having a vote.

The Chair thanked Mr Jarvis for his suggestion.

Mr Watts, a former Which? employee in the 1970s/80s, expressed his thanks that issues he had highlighted in the past concerning pay and bonuses, and the mortgage advice business had now been addressed. Mr Watts expressed his strong disagreement with Resolution 7, being of the view that the role of members in the appointment of Council members would be thus diminished, resulting in a mere rubber stamping exercise by members. He noted that at the last five AGMs, every single resolution that the Council has recommended voting in favour of has been

passed. Mr Watts asked that the resolution be withdrawn thus giving members more say in electing the Council.

The Chair declined to withdraw the resolution and noted that it had been properly voted on. However, he agreed that this was an important issue and asked Julia Unwin to respond in terms of the general principles of charitable good governance and the complexities of relations between Trustees' responsibilities and election. He also asked Donald Grant and Anna Walker to offer their observations.

Ms Unwin explained that there was a need to build a board of Trustees with different skills and attributes and some balance, which is achieved by direct election. She commented that the best approach to risk in any board is 360-degree vision, so there are people coming from different perspectives and that the only way this could be achieved was by consciously bringing a board together. She explained that the resolution allowed both the Nomination Committee to design a board fit for the future and the membership to vote on that.

Mr Grant, explained that he was an elected member and was one of the members who was part of the group that was responsible for where the Association was today with the review taking place. He commented that a lot of the issues discussed earlier in the AGM led to the review taking place. He noted that when he joined the Council he wanted to ensure that member rights were preserved. He explained that, as part of the governance review and having looked at the different models and compared with other charities, he was of the view that the model proposed seemed a good balance whereby there were mechanisms for members to still retain some control. He added that

the new model would effectively extend member rights as they would have a say on all fifteen of the Council Trustees rather than nine as at present; where six of the Trustees are co-opted by Council. Mr Grant explained that the review process had made clear that the Council of Trustees were responsible for charity law but that the proposed model still enabled applications from the membership. He concluded by saying that the membership would still be part of the appointment of Trustees in the future and would still be able to vote, hence, he gave his support to the proposed model.

Ms Walker commented that the Governance Review Committee and Council recognised the importance of member involvement, and that the resolutions proposed would change the way in which Council members were appointed but was not moving away from engaging with members. Ms Walker noted a point already explained by Ms Unwin that the new charity law and regulation would see the Council of Trustees as the responsible organisation for taking decisions on what the charity is doing and to do that the Council must ensure it has the right mix of Trustees. She added that it was also important to recognise, just how complicated the range of issues were which required a wide range of skills, and the necessity for Which? to be at the cutting edge in today's digitally focused world; with commercial expertise to earn the profits needed for the wider activity. Ms Walker commented that members were still permitted to put their names forward for Council and that the Nomination Committee would have two independent members to check and ensure the Committee does not become a self-

perpetuating oligarchy. Ms Walker made a final point that members would be able to vote on the appointment of new Trustees and the reappointment of Trustees. She assured members that it was a real vote as it was always possible for the membership to reject an individual at a particular point in time.

The Chair expressed his thanks to Julia Unwin who left the meeting. He then continued to take questions from the members.

Ms Kimble, a former member of the Council of Trustees, commented that being a Trustee involved a lot of hard work with the added burden of managing the role alongside everyday life. She gave her view that the aim of achieving a fair split of gender, geographical demographic and employment status would present problems.

The Chair agreed and added that the onus on Council members increased every year.

Ms Zulfiqar a member, explained that she fully endorsed the resolutions and the reasons for them. She asked, however, as an Asian female who lived and worked in the Midlands and worked full time, when more consumers like herself would be seen on Council and how that would be achieved.

The Chair agreed that the diversity of the Council of Trustees has been at the heart of discussions and stated that he was of the view that, with the proposed reforms, it would be possible to start to build the sort of organisation that was needed. The Chair then invited Charmian Averty to respond.

Ms Averty explained that she was unable to give a specific date but that, as individuals' existing terms come up for renewal, there would be a broad ranging exercise to identify new Trustees, including encouraging people who might not have otherwise come forward to engage. She

explained that discussions were taking place with a variety of experts from across the UK to explore ways of finding people with diverse backgrounds, interests and experience. Consideration was also being given to how to promote vacancies and what criteria may be requested aside from a traditional resumé. The aim was to take advantage of what expertise and experience was available to help guide the change of mix on a body such as Council.

Mr Masdon, a longstanding member, expressed some concern about Article 7, adopting new members, and the method for deciding whether existing Trustees should continue in office seemingly without the need for a debate beforehand. Mr Masdon then explained that long experience of the charity sector had convinced him that new, young members were essential and that he generally agreed with a time limit for service, but questioned whether nine years was perhaps too long. He also asked whether he could make a plea for someone with common sense to be on the Board, to avoid future ventures such as India and Mortgage Advisers.

The Chair responded to the point about Board performance and appraisal, by explaining that it was important for members and the Chair to be assessed by a formal appraisal process in terms of the way they were doing the job or whether the job was too much because of other commitments. The Chair was of the view that, as long as the right processes were in place, the right decisions could be taken. In terms of common sense, the Chair expressed the view that there were many people in the wider membership of Which? who possess common sense and skills but would not have wanted to stand for election. However, as a result of the

proposed reforms, it was hoped they may be encouraged to put themselves forward.

The Chair thanked the members for their questions and returned to the formal business of the resolutions.

Resolution 6. The Chair proposed:

THAT the current charitable objects of the Association clearly reflect what the Association does and plans to do in the future.

In accordance with the results of the poll, the Resolution was CARRIED with 1,200 votes in favour, 10 against and 14 abstentions.

Resolution 7. The Chair proposed:

THAT the member approval model for all Trustee appointments be adopted.

In accordance with the results of the poll, the Resolution was CARRIED with 1,181 votes in favour, 28 against and 15 abstentions.

Resolution 8. The Chair proposed:

THAT, in order to encourage fresh perspectives on the Council of Trustees, to change the rules to allow Trustees to serve for no more than nine years other than in exceptional circumstances.

In accordance with the results of the poll, the Resolution was CARRIED with 1,181 votes in favour, 24 against and 19 abstentions.

Resolution 9. The Chair proposed:

THAT a new set of Articles which incorporate Resolutions 6, 7 and 8 be adopted and that the current Articles be otherwise modernised and simplified.

In accordance with the results of the poll, the Resolution was CARRIED with 1,165 votes in favour, 28 against and 36 abstentions.

12/62 INTRODUCTION OF INCOMING CHAIR

The Chair brought the formal business to a close and invited Sam Younger, who would be taking over as his successor in January 2020, to address the meeting. The Chair explained that Mr Younger was a former Chief Executive of the Charity Commission and Chair of the Electoral Commission, and was currently Chair of VSO International and the Senior Independent Director of the Advertising Standards Authority.

Mr Younger expressed his delight and that it would be an honour to take on the role of Chair at Which?. He observed that, inevitably in today's world there were major challenges for the organisation, but at the same time there was huge potential, commitment and confidence that what Which? does is critical at the moment. Mr Younger commented that, whatever the arrangements were in relation to Brexit, consumer protection and interest will be a key dimension in an environment where there are few organisations at the heart of government looking out for that interest, which Which? is very well placed to do.

Mr Younger outlined three major challenges ahead, the first being how to widen the base of those associated with Which? to represent the country and consumers as a whole and to do it in a way that helps meet the financial challenges of generating income whilst strengthening Which?'s standing and credibility as a consumer champion. Secondly, Mr Younger explained that Which? had a strong reputation among consumers, companies and government for the rigour of what it does, and its evidence based work. He expressed the importance of continually working on that to ensure Which? remained good at it. Thirdly, he explained that it was

critical to ensure that Which? engaged with its own members while also deriving the maximum contribution from the membership for the purposes of Which?, an area in which the digital environment will no doubt help in the longer term.

In terms of the governance review, Mr Younger expressed his pleasure that there was solid support for the resolutions. He recognised that substantive questions had been raised and would need to be considered on an ongoing basis, although he was confident that the checks and balances were in place. Mr Younger explained that a step change in diversity was essential in all aspects of the organisation, a task that was not easy given issues of geography, caring and work responsibilities, but that efforts must be made to achieve this.

Mr Younger noted his delighted to be joining at this stage because there was a very strong base albeit huge challenges ahead, and agreed with the Chief Executive's remarks which pointed to a very clear direction of where the organisation needed to go.

Mr Younger then expressed his appreciation, as incoming Chair, for the work Tim Gardam had done to build an environment in which it is possible for a new Chair to focus on the real issues facing the organisation rather than focus on matters that have been resolved such as the governance framework. He noted that one of the emphasis of the governance review was to make Which? an organisation that was easier to lead and that, whilst an organisation should not be entirely easy to lead, the platform was now there to make it possible to lead effectively. Mr Younger concluded by saying how much he looked forward to engaging with everyone.

The Chair then expressed his thanks to the Chief Executive and Leadership Team, to the Which? Limited Board and to his fellow Trustees, with particular thanks to those who were standing down, Jenny, Mel and Roger, and Anna who had stepped down in October, for their support and commitment to Which? in their voluntary role as a Trustee. He also thanked Which? employees for their immensely hard work

and unwavering commitment to make things fairer for consumers. Finally, he expressed his thanks to the members for their engagement, support and common sense in shaping the organisation over more than six decades.

There being no further business the meeting ended at 3.40pm.

Chair

If you would like to attend the 2020 Consumers' Association Virtual AGM, please email **agm@which.co.uk** with your name, postcode and membership number or complete and detach the form on the following page and return in the reply-paid envelope.

By telling us you are attending the Virtual AGM,
we can better plan the event.



Consumers' Association 2020 Virtual Annual General Meeting Invitation (RSVP)

I shall be attending the 2020 Virtual Annual General Meeting

Please complete in CAPITAL LETTERS:

Name _____

Address _____

Membership number _____

Please reply by Thursday 19 November 2020

or email your acceptance to: agm@which.co.uk

Questions for the 2020 Virtual AGM

Please submit any questions to be answered at the AGM, including questions for the Chief Executive, by 9am on **Thursday 19 November 2020**. This does not preclude your asking questions at the AGM, but ensures we can answer as many questions as possible at the AGM. If your question is not answered at the AGM, you will be sent a written answer instead.

I would like to submit the following questions to the 2020 AGM:

1. _____

2. _____

3. _____

or email your questions to: agm@which.co.uk

Joining Instructions

Our 2020 AGM is being hosted online for the first time. This will enable you to attend and participate in the meeting from the comfort of your own homes. We are partnering with a company called Lumi to help run our Virtual AGM as smoothly as possible. There are two ways to access the AGM:

1. Via the Lumi website (most commonly on a laptop or PC) – ‘Lumi AGM’ can be accessed online using most well-known internet browsers such as Internet Explorer (not compatible with versions 10 and below), Chrome, Firefox and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone.
2. Via the Lumi AGM app (phone or tablet) – the app can be downloaded on the Apple app store or Google Play store by searching ‘Lumi AGM’.

Below, we have provided you with a step-by-step guide to accessing the meeting via a web browser. The app works in a very similar way to the instructions below; you will just need to download the ‘Lumi AGM’ app onto your phone or tablet ahead of the day.

You can also access instructions at which.co.uk/agm.

Web browser instructions

1. Launch the Lumi website by typing web.lumiagm.com into your browser.



2. Log in to your meeting

- On accessing the AGM website, you will be asked to enter a Meeting ID which is: **187-946-827**
- You will then be prompted to enter your unique username and password.

Username: Security code part one (this is at the top of your proxy form)

Password: CA2020AGM



3. Home screen

- When successfully authenticated, you will be taken to a home screen.



- Access to the meeting will be available from **10am** on 5 December 2020. This will give you time to familiarise yourself with the system before the AGM begins at **10.30am**.
- Please note that your ability to vote will not be enabled until the Chair formally opens the meeting at **10.30am**.

4. The meeting

- Once logged in, and at the commencement of the meeting, you will be able to view proceedings of the meeting on your device, as well as being able to see the slides of the meeting which will include the resolutions to be put forward to the meeting.
- These slides will progress automatically as the meeting progresses.



5. Voting

If you have voted in advance and do not wish to change your vote, you can skip the instructions below. Please note that if you do vote through the Lumi system, this will override your previously submitted proxy votes.

- Once the Chair has formally opened the meeting, they will explain the voting. Voting will be enabled on all resolutions at the start of the formal meeting on the Chair's instruction. This means that Members may, at any time while the poll is open, vote electronically on any or all of the resolutions.



Continued on next page...

5. Voting (continued)

- Once the resolutions have been proposed, the list of resolutions will appear along with the voting options available. Select the option that corresponds with how you wish to vote, 'FOR', 'AGAINST' or 'WITHHELD'.

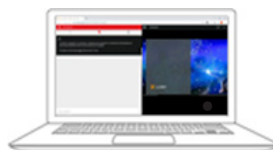


- Once you have selected your choice, the option will change colour and a confirmation message will appear – **there is no submit button**. If you make a mistake or wish to change your vote, simply select the correct choice and it will submit automatically.
- If you wish to cancel your vote, select the 'cancel' button. You will be able to do this at any time while the poll remains open and before the Chair announces its closure at the end of the meeting.



6. Questions

- Questions will be invited before the resolutions are formally put to the vote. You may ask questions by selecting the messaging icon  from within the navigation bar and typing your question at the bottom of the screen.



7. Requirements

- An active internet connection is required at all times in order to allow you to cast your vote when the poll opens, submit questions and listen to the audiocast. It is the user's responsibility to ensure you remain connected for the duration of the meeting.
- If you get disconnected from the meeting for any reason, you will need to repeat steps 1 and 2 to log in to the Lumi system again.

You can view Lumi's privacy policy at www.lumiglobal.com/privacy-policy.

