

Minutes of the Annual General Meeting of the IOR

Charity Registration no 1166869

Held on 29th October 2025 at 1 Park Crescent London W1B 1SH and online

Present: The meeting was chaired by the President, Lisa-Jayne Cook FInstR, with the Hon Treasurer John Skelton FInstR, Secretary Miriam Rodway MInstR and Board Trustees: Dermot Cotter FInstR, Craig Girdlestone FInstR, Chris Griffiths MInstR, Julie Murray FInstR and Paul Singh FInstR. Trustee Damian Wiszniewski FInstR had sent apologies due to illness.

There were 33 members present at the meeting including Trustees, and 22 members present online. All those participating had confirmed that they were members of the IOR with voting rights (Fellow, Member, Associate and Technician). Apologies were noted from Shaun Creech FInstR Kevin Glass FInstR James Bailey AMInstR Rob Lamb FInstR Mike Creamer FInstR, Juliet Loiselle FInstR and Damian Wiszniewski FInstR. Proxy vote forms had been sent in advance by Kevin Glass FInstR, Lambert Kuijpers FInstR, Judith Evans FInstR, Jason Fraser MInstR, David Paget FInstR, James Bailey AMInstR, Andy Pearson FInstR, D Obrien MInstR, Lee Mitchell MInstR, Phil Treacher MInstR, Rob Lamb FInstR, Andy Campbell FInstR, Michael Robinson MInstR, Martyn Cooper MInstR, Daniel Colbourne FInstR, Tim Brown MInstR, Bruce Smeaton MInstR, Richard Parr MInstR, Stephen Gill FInstR, Colin Green MInstR, Astrid Prado MInstR and Derek Moore FInstR.

The Agenda, Annual Report and Accounts and minutes of the previous meeting had been distributed electronically. The statement of meeting conduct was read by the Chair.

1. The minutes of the Annual General Meeting held on 5th November 2024 were noted, with the following matters arising minuted:
 - a. Proposal to produce a 125th anniversary yearbook. This was being progressed with a working group, sample pages were displayed, and the final book is due to be produced by end of the year.
 - b. Proposal adopted to arrange Mediation between IOR and Mr Fox. The chair confirmed that mediation took place in December 2024 with Mr Fox, Miriam Rodway CEO and Lisa-Jayne Cook President taking part and the use of a mediation company CEDR. The Board received an email from the mediator confirming that the parties had agreed to end the dispute on the same day and a response from Mr Fox on 6th December confirming the dispute between himself and the IOR Board of Trustees and Miriam had been put to bed satisfactorily and suggesting wording for a statement to that effect. That statement was published by the IOR Board to members and online and was added as a Note on the Outcome of the Mediation to the Minutes of the AGM of 5th November 2025.
 - c. Review of the Constitution. The chair reported that a working group of members had reviewed comments received on the initial draft changes to the constitution sent for consultation in 2024. All of those who had submitted comments had been invited to participate in this review. A 2nd draft of proposed changes had been presented to the Board earlier in 2025 and would be circulated to all members later this year for further review and comment. The aim is for a 3rd and final draft to be prepared for proposed adoption by members at the AGM in 2026.

Objections to the minutes had been received from James Bailey and these were read out. The response of the Board to the objections was given. The chair advised that the Board did not consider any changes to the minutes necessary and proposed that the minutes be adopted. This was seconded by Dermot Cotter and 20 members in the room voted in favour, with 3 against and none abstaining. There were an additional 20 proxy votes in favour, 1 against and 2 abstentions. The minutes were therefore approved by the meeting with 40 votes in favour, 4 against and 2 abstaining.

2. The Annual Review and Report of the Trustees for the year ended 31st March 2025 for the Charitable Incorporated Institute of Refrigeration no 1166869 was presented by the President Lisa-Jayne Cook, chairing the meeting. She highlighted IOR work on the priority area of education which included the masterclass programme, TICR outputs, education outreach planning, monitoring apprenticeship developments and working with ACRIB on refrigerant handling matters. The CEO also summarised IOR work in areas education guidance notes, environment and awards, STEM toolkits and Lego, networking and the exchange of information with other groups, technical publications, CPD professional development of members, international activity and external liaison, and awards won.

The chair drew the attention of the meeting to four additional reporting areas that had been included in the Annual Report of the Trustees. These were a statement on governance matters, notice of the outcome of the mediation, list of governance improvements made during the year, explanation of exceptional expenditure during that financial year, and a report of the Ethics and Conduct Committee activity.

Objections to the Annual Report had been received from James Bailey and these were read out. The response of the Board to the questions raised was given. The Board did not consider any changes to the Annual Report minutes necessary. The Chair then proposed that the Annual Report be accepted. This was seconded by Ray Gluckman. Members voted 27 in favour, none against and 1 abstaining. There were 21 proxy votes in favour, one against and one abstention. The Annual Review and Report was accepted with 48 votes in favour, one against and 2 abstentions.

3. The Financial Report and Audited Accounts and Balance Sheets for the year ended 31st March 2025 were presented by the Hon Treasurer. This year's accounts reflect after revaluation of investments a small surplus of £16,123. This is made up of operating surplus of £11,572 to which is added income from investments of £4,551. Dinner income and sponsorship was particularly strong. Projects (TICR & SIRACH & REAL Alternatives) where the IOR is able to recover its staff costs from third parties, increase its technical output and raise its profile, have help to boost IOR income and diversify our income sources as part of our strategy to mitigate risk. Overall, turnover increased from £419,749 to £522,610 showing a significant effort of staff and members to extend the IORs work and reach. The IOR remains in a healthy financial position with sufficient funds to support its continued operation and any future expenditure to further our work in our priority areas or other unforeseen expenses.

The Treasurer proposed that the Audited Accounts be accepted. This was seconded by Graeme Maidment. Members voted 27 in favour with none against or abstaining. There were 20 proxy votes in favour, 1 against and 2 abstentions. The Audited accounts were therefore accepted with 47 votes in favour, 1 against and 2 abstentions.

4. The meeting was asked to confirm the appointment as auditors for the next set of accounts, Kingston Burrowes of Cheam, Surrey and to authorise the Board of Trustees to agree remuneration. The Treasurer proposed this motion, this was seconded by Andrew Bowden, with 28 votes by members in favour and none against or abstaining. There were 21 proxy votes in favour, none against and 2 abstaining. This motion was carried with 49 in favour and two abstaining and none against.

5. The Board of Trustee had put forward a motion for subscription rate increases for the year commencing 1st April 2026 as below:

Grade	2025	2026
Fellow	£120	£125
Member	£109	£114
Associate Member	£99	£102
Affiliate	£99	£102
Technician	£63	£65
Student/Young Person/Pre-Affiliate	£33	£34

It was explained that this increase of 4% represented increasing operating costs and a positive comparison with other professional bodies. The increase was proposed by the Treasurer, seconded by Manuel Comacho. There were 26 votes in favour from those in the room 5 against and no abstentions. Proxy votes were 19 in favour, 2 against and 2 abstaining. The increase in subscriptions was therefore carried with 45 votes in favour, 7 against and two abstaining.

6 The meeting then confirmed the appointment of new Trustees of the IOR, Stephen Benton FInstR and David Bostock FInstR, following an election carried out by online voting in advance of the meeting. The chair thanked all three candidates for having stood for election. They acknowledged the contribution of the two Trustees whose terms had now come to an end, Paul Singh FInstR and Damian Wiszniewski FInstR.

The meeting confirmed the appointment of Stephen Gill FInstR as President-Elect and Trustee following an election carried out by online voting in advance of the meeting. The candidates who had stood for election as President-Elect were thanked.

7 Three further questions were raised online by James Bailey AMInstR regarding the Minutes of the meeting held on 5th November 2025 and Annual Report of the Trustees. These were responded to, two of them having been previously answered by the Board as part of their response to his objections sent with his Proxy voting form. There being no other business notified in accordance with the Constitution within the due date and using the form provided for this purpose, the chair closed the meeting at 3.30pm.