

**INSTITUTE FOR
SOCIAL VALUE**

ANNUAL GENERAL MEETING

13 January 2025

Company number: SC322057
Registered Office: 272 Bath
Street, Glasgow, G2 4JR



Table of Contents

<u>Message from the CEO</u>	<u>03</u>
<u>Agenda</u>	<u>04</u>
<u>Directors Report</u>	<u>05</u>
<u>Minutes of Previous AGM</u>	<u>08</u>
<u>Board Manifestos</u>	<u>10</u>
<u>Special Resolution</u>	<u>18</u>
<u>Attending the AGM</u>	<u>20</u>
<u>Voting</u>	<u>21</u>

Contact Us

If you have any questions, please contact info@socialvalueuk.org

Message from the CEO



Welcome to the AGM of the newly established Institute for Social Value (formerly Social Value UK). Since I took on the role of sole CEO in Autumn 2023, we have been embracing a fresh perspective for the Institute. As we move forward, we are focused on aligning our structure and working with the evolving needs of our stakeholders and the wider sector.

This meeting will cover key items, including proposed changes to our constitution, the re-election of our Directors, and a report from our Co-Chairs on behalf of the Board.

We are taking important steps to ensure that we continue to strengthen and grow the Institute, so that it remains fit for purpose and responsive to the needs of those committed to social value and impact management.

We are excited about the direction we are taking, and we look forward to sharing our progress with you. Thank you for being part of this important journey as we shape the future of social value.

Isabelle Parasram, OBE

CEO of The Institute for Social Value

12 December 2024

Agenda

Institute for Social Value Annual General Meeting (AGM)

13 January 2025, 12:00 to 13:00

Company Number: SC322057

Registered Office: 272 Bath Street, Glasgow, G2 4JR

Venue: Kanishka, 17-19 Maddox St, London W1S 2QH and online via Zoom.

1. Welcome/Apologies
2. Report from the Chair on behalf of the Board
3. Vote on the Ordinary Resolutions contained in the Notice of AGM:
 - a. Approval of previous AGM minutes
 - b. If they remain willing to act, to re-appoint the following directors:
 - i. Penny Anderson
 - ii. Fran Boorman
 - iii. Jacob Hill
 - iv. Becky Lythgoe
 - v. Jamie Reed
 - vi. Liam Ronan-Chlond
 - vii. Richard Spencer
 - viii. Jeremy Wyatt
4. Vote on the Ordinary Resolutions contained in the Notice of AGM:
 - a. That the draft articles of association attached to this resolution be adopted as the articles of association of the Institute of Social Value in substitution for, and to the exclusion of, the existing articles of association.
 - b. That within 15 days of the date of the annual general meeting, the directors of the company shall file the necessary paperwork with Companies House and, subject to the board being satisfied that charitable registration is in the best interests of the company, with the Office of the Scottish Charity Regulator at a later date.
5. Any Other Business
6. Adjournment

Penny Anderson and Fran Boorman

Co-Chairs of The Institute for Social Value Board of Directors

12 December 2024

Directors Report

Principal Activities

The Institute for Social Value (The ISV) has been dedicated to advancing public education and understanding in the field of social value and impact management. We guide and support our members in generating, measuring, and communicating meaningful social value.

Over the past financial year, we have witnessed an impressive growth in interest and activity around social value. Organisations are increasingly recognising the importance of understanding and delivering added social impact, and The ISV is committed to providing the leadership and resources needed to navigate this evolving landscape.

Today, we proudly serve approximately 262 Individual members and 185 Organisational Members across the UK, representing a diverse range of sectors including public, private, and civil society organisations. In 2023-2024, we delivered 11 training sessions, 3 workshops, and participated in a variety of impactful events focused on social value. Additionally, we received 121 assurance accreditation applications. Our annual conference held in October 2023 welcomed over 150 attendees, both in person and online.

To ensure that The ISV continues to evolve and meet the needs of our members, we engaged in a wide range of consultation activities throughout the year. These conversations helped us gather valuable insights from members and non-members of all types, guiding our approach to better support their future engagement. This was a pivotal exercise in fostering stronger relationships and ensuring that diverse voices are heard. Led by our CEO, this initiative reflects our commitment to inclusive and responsive leadership, as per Principle 1 of The Eight Principles of Social Value – Involve Stakeholders.

The feedback we received has been instrumental in shaping our direction, empowering us to take some ambitious steps forward.

Highlights

- **Building a Dynamic Senior Leadership Team:** We have established a forward-thinking and diverse Senior Leadership Team, poised to lead The ISV into a future of innovation and impact.
- **Growing Inclusive Membership:** We are creating the foundations for a more inclusive membership, ensuring a broad and representative community that drives positive change.
- **ISV 2023 Conference:** Organising our annual conference was a collaborative effort by our dedicated team. This event was not only a platform for learning but also a key opportunity to gather feedback for continuous improvement.
- **A Passionate and Committed Team:** Our growing, dedicated team brings enthusiasm and resilience to delivering The ISV's mission. In the context of being a rapidly expanding organisation, their unwavering commitment drives meaningful results.
- **Increased Networking Opportunities:** We have expanded our member networking sessions, both in-person and online, to foster connections and collaboration.
- **New Training Offerings:** Our 'Getting Started with Social Value' training programme has been successfully launched, providing an accessible introduction to good social value practice.
- **Optimising Systems and Processes:** Behind the scenes, we have been refining our systems to introduce more structure and streamline operations effectively.
- **Enhanced Assurance Services:** We continue to build on our assurance and accreditation services in partnership with Social Value International, ensuring high-quality support for our members.

Mission

The Institute for Social Value (The ISV) is the professional body for social value and impact management in the UK. Our vision is a world where organisations are held accountable for their impact on people and where decisions are made to improve well-being, equality, and environmental sustainability for all.

As part of Social Value International, we are connected to a global network of social impact practitioners, all working towards the same goal—to transform how society accounts for value.

In a world where decisions are often driven by narrow economic perspectives, our work is more essential than ever. With growing social inequalities, environmental challenges, and the need for deeper community engagement, The ISV is dedicated to driving meaningful change.

We believe in a future where decision-making, operations, and resource allocation are guided by the Principles of Social Value, fostering increased equality, well-being, and environmental resilience.

Principles of Social Value

- Involve Stakeholders
- Understand What Changes
- Value What Matters
- Only Include What is Material
- Avoid Over-Claiming
- Be Transparent
- Verify Results
- Be Responsive

Looking Ahead

The past year has been one of growth and transformation. From becoming The Institute for Social Value to strengthening our services and expanding our impact, The ISV is in a strong position to lead the social value movement forward. With a focus on sustainability, inclusivity, and innovation, we are ready to empower our members to drive positive, lasting change.

Minutes of Previous AGM

Social Value Network UK Annual General Meeting

17 October 2023, 16:30-17:00

Company Number: SC322057

Registered Office: 272 Bath Street, Glasgow, G2 4JR

Venue: Friends' Meeting House, 6 Mount Street, Manchester M2 5NS

Present: Penny Anderson, Liam Ronan-Chlond, Jeremy Wyatt, Laura Perry and Maya Patel (representing Organisational Member Ridge), Adrian Ashton, Natasha Jobob, Oliver Kempton, Isabelle Parasram, Charlotte Osterman, Laurentine Insonere, Clare Bentley

Apologies: None

1. Welcome and Apologies

Jeremy Wyatt opened the meeting

2. Report from Board

Jeremy Wyatt delivered the directors report verbally. The company's constitution needs to be updated. In its current form it is not appropriate for the work Social Value UK is doing. The board will review the constitution and come back with revised process for re-election at the next AGM.

Jeremy proposed that in the interim all current directors be re-elected for next year.

3. Vote on the Resolutions contained in the Notice of AGM

- Approval of previous minutes – passed
- Appointment of auditors – passed

All resolutions were therefore passed.

4. Any Other Business

Jeremy Wyatt proposed the re-election of the current board to serve until the next AGM. Penny Anderson seconded the motion.

Motion passed. All directors were elected to serve until the next AGM.

Oliver Kempton asked for all board members attendance at AGM next year. Jeremy Wyatt suggested building this into the constitution or code of conduct for directors.

Penny Anderson reported she and Fran Boorman are now working as co-chairs. Their priority is clarifying constitution and ways of working for the board so all know their roles.

5. Adjournment

The meeting was adjourned.

Board Manifestos



Penny Anderson

I have worked in the field of social value for 16 years, starting before the phrase 'social value' was known. During that time, I have been drawn to the organization now known as the Institute for Social Value. I was drawn by two things - the underlying principles which place such importance on understanding the real experience felt by stakeholders and the fact that, here was an organization which given the right opportunity could lead the way for social value in the UK.

I could see that there was a lot of work to do to allow both of these things to really come to fruition. The organization has taken great strides to move forward, I feel lucky to have played a part in the start of this transformation. However, there is much more to be done.

As Co-Chair with Fran, we are well positioned to be brave, forward-thinking, entrepreneurial, detailed, with a deep understanding of social value in action in the public, private and third sectors. I bring a calm approach and an informed view to the board and to the ISV. This complements Fran's ability to unite, motivate, lead and inspire others to be bold. I will help to drive the actions we need to take, organize the board, support the ISV to take small and big steps and support Isabelle and the team to have the confidence to lead the sector forward at this pivotal time.

I bring perspectives which are valuable for ISV including:

- Working for a B Corp and being actively involved in the B Corp community
- Being a Fellow of the ICRS keen to support this young, influential body and
- Being a L1 SROI Practitioner actively involved in engaging stakeholders and measuring impact.



Fran Boorman

As co-chair of the Institute for Social Value, I am honoured to have played a role in its transformation from Social Value UK into a thriving national Institute with unparalleled potential. This journey has been a collective effort, made possible by the dedication of our members, staff, and partners.

We stand at a vital juncture. The Institute is poised to redefine the industry and set new standards for social value. This moment requires leadership that blends a deep understanding of the sector's roots with bold, entrepreneurial vision for the future. Together with my co-chair, Penny, we bring exactly this balance: the legacy of practitioner expertise and the drive to chart innovative pathways forward.

The coming years will demand focus, agility, and resilience. With your trust, I will ensure we capitalise on the momentum we've built to solidify the Institute's role as the definitive authority on social value. I am committed to steering us toward greater influence, broader membership engagement, and impactful change for our communities.

Your continued support will enable us to achieve our shared vision. I would be honoured to serve again as your co-chair and to guide the Institute through this pivotal time.



Jacob Hill

Jacob is a social entrepreneur and founder of Criminal Justice Social Enterprise, Offploy CIC. Having formed the organisation after his release from prison, Offploy proudly employs a team of 30+ people, many of whom have also the same lived experience, and supports over 1000 people with convictions each year to maximise their life's potential.

Jacob's key interest in the social space, and his role as a board member of SVUK, is how to both widen and deepen the impact of social organisations through technology at a time when the world needs more good.



Becky Lythgoe

Awaiting manifesto.



Jamie Reed

I am extremely excited by the prospects for what the Institute for Social Value can achieve across the whole of the United Kingdom and I hope to be able to assist these successes from the ISV board. As a former Member of Parliament and front bench spokesperson, I know how important third party advocacy in politics is in the pursuit of meaningful social change and improved business practice.

In the face of exponentially growing need, unmet opportunity, and growing challenges, I look forward to being able to help the ISV persuade opinion formers and policy makers of the need for a strengthened approach towards social value in the months and years to come.

As the Nuclear Decommissioning Authority's first Director of Socio-Economics, I know how important it is for publicly funded organisations to lead by example in the application and creation of social value. Working across the UK, I know how social value is created by different communities and that 'one size' can never 'fit all'. Working with some of the most influential industrial actors in the UK, I also understand the challenge to social value adoption in the private sector, how these barriers can be overcome and what success looks like.

As the ISV seeks to break new ground, I hope to be able to assist in ensuring that the creation of social value becomes the new normal in the public and private sector across the whole of the UK.



Liam Ronan-Chlond

Liam is Director of Strategic Partnerships at South Yorkshire Mayoral Combined Authority. His role covers stakeholder engagement, social impact, public consultation and establishing strategic partnerships to improve local outcomes.

Prior to his current role, Liam has worked for an MP, followed by senior policy roles at Sheffield, Brighton and Camden Councils. Liam has also spent over a decade in the private sector, working as a Director for a London-based public relations agency and Head of Engagement and Social Impact for Socius, a B-Corp developer. At Socius, Liam directly facilitated the delivery of over £15m in social value on projects across England.

Liam is a principles-driven individual who is passionate about social justice. He has actively volunteered for charities throughout his adult life, including in comms and advocacy for Cancer Research UK and campaigns for Hope Not Hate. In 2024 alone, Liam helped raise almost £5,000 for a number of charities by running, swimming and cycling across London, Sheffield and the North East of England.

With experience across the country and across public, private and third sectors, including the world of politics, Liam bring a range of experience and approaches to the table.



Richard Spencer

I am Director of Sustainability at ICAEW. I have a background in investment banking and consulting but came over from the dark side to champion and advocate for a better way of doing business and running the economy over 20 years ago. You could say I haven't been very successful - doing this for so long and yet we are still in a mess. But I'm an optimist and I never give up.

I did and I do some serious stuff – I have degrees from the universities of Leeds and London in the history of art. I am a Visiting Fellow of the Bayes Business School and I sit on their Research Ethics Committee, I've do a bunch of other stuff including chairing the Sustainable Finance Education Charter. I'm a Companion of the British Academy of Management. More exciting stuff is that I helped set up the Capitals Coalition and the Finance Innovation Lab, which was named by NESTA and the Observer as one of 50 Radicals changing Britian for the better (the only time I have heard radical and accounting in the same sentence). On the even more exciting end of things, I am now a Lego Serious Play accredited facilitator and am currently obsessed with how playing gets us in the right and creative mindset. Most important of all, I have for many years been a non-executive at Social Value UK, now the Institute for Social Value, of which I am very proud.



Jeremy Wyatt

I have been involved in The Institute for Social Value for over a decade – initially as an evaluator, then member and chair of the SVUK Council. I also served for several years on the Social Value International Methodology sub-committee (now in abeyance pending restructuring).

Elsewhere I am a Director of economic and community development consultants Hall Aitken and for the last ten years also headed up a leading Scottish regional theatre and social enterprise.

My interest in social value has always been driven by the seven (now eight) principles and a belief in the importance of taking decisions that maximise benefit for everyone, not only those with power and resources. While I am a strong advocate for robust research I continue to be particularly focused on ensuring the social value principles are widely understood and used. To me this means that communication, advocacy and education are more important than technical purity.

So while as a member of the board for the last year or so I have been keen to continue to see that Social Return on Investment continues to be seen as the 'gold standard', I've also continued to advocate that accessible approaches and clear communication are at the forefront of future developments , and will continue to do so.

I've also contributed to the development in governance of the organisation and continue to draw on my experience of other companies and charities to ensure the organisation is fit for purpose and its developing mission.

I hold an MBA, am a Chartered Fellow of CIPD and a Fellow of the RSA.

Special Resolution

The board of the Institute of Social Value proposes to the members of the organisation the adoption of new Articles of Association. The new Articles are set out as an appendix to this document.

Following a thorough review by the board, it was agreed that the organisation would benefit from adopting a modernised set of Articles of Association to enhance governance, ensure compliance with the most recent Companies Act, and prepare for possible registration as a charity*, the organisation currently not having charitable status. These updates will ensure the articles remain fit for purpose and aligned with best practices.

Key changes proposed:

- **objects:** updated to ensure alignment with charitable purposes, focusing on public benefit and environmental protection.
- **membership:** clarified rights and eligibility criteria for full and associate members.
- **board composition:** defined a maximum of 11 directors, with a structure of a maximum of 8 elected and 3 co-opted, ensuring a balance of skills and representation, and providing for cooption of up to two staff members if this is seen as useful at the time.
- **conflicts of interest:** strengthened provisions to manage potential conflicts transparently, including where any contracts could be awarded to directors or their associates in a fair and open manner.
- **meeting flexibility:** introduced provisions for virtual and hybrid meetings for both members and directors, ensuring accessibility and adaptability.
- **director duties:** enhanced obligations on directors to ensure regular meeting attendance and active contribution to governance.
- **charitable status:** incorporated clauses to ensure compliance with charity law requirements, including restrictions on the use of income and assets solely for charitable purposes (as at present).
- **transparency and accountability:** improved financial oversight, reporting mechanisms, and the ability to make decisions via written or electronic resolution.

The adoption of the new articles is presented as a special resolution, requiring a 75% majority of votes cast (excluding abstentions) for approval.

(*Note that charitable registration would be with the Office of the Scottish Charity Regulator (OSCR), as the company was originally registered in Scotland).

Special resolution:

1. That the draft articles of association attached to this resolution be adopted as the articles of association of the Institute of Social Value in substitution for, and to the exclusion of, the existing articles of association.
2. That within 15 days of the date of the annual general meeting, the directors of the company shall file the necessary paperwork with Companies House and, subject to the board being satisfied that charitable registration is in the best interests of the company, with the Office of the Scottish Charity Regulator at a later date.

This resolution ensures that the Institute of Social Value remains fully compliant with the law and continues to operate effectively to achieve its (charitable) purposes.

Attending the AGM

Attending in person

The AGM will be held at Kanishka, 17-19 Maddox St, London W1S 2QH.

The in-person AGM venue has limited space as we are holding it as part of a free all day networking and showcase event. So we're asking members who'd like to attend in person to fill out an [expression of interest form](#) and to indicate whether they will be attending the whole event or just the AGM. If we get more interest than we have places available, we'll hold a ballot to make it fair.

If you're allocated a place, we'll send you an email with your invitation and all the details by 6th January 2025.

Important

If you have not received an invitation to attend in-person, please do not travel to the venue as we will be unable to admit you. You can still join the AGM online ([instructions below](#)).

Attending online

The AGM will also be streamed on Zoom to ensure that all members have the opportunity to attend.

You can [register here](#) to attend online.

Voting

Individual and Student Members

If you attend the AGM, either in-person or online, you can vote during the meeting through a live online poll.

If you can not attend the AGM or would prefer to vote prior to the meeting, a proxy voting form is available [HERE](#).

Organisational Members

Each Organisational Member must be represented by a Named Individual who can vote on their behalf. By default this will be the Lead Contact associated with the membership. The Lead Contact can nominate a different Named Individual by emailing info@socialvalueuk.org no later than 12:00 PM on Friday 10th January 2025

The Named Individual may attend the AGM, either in-person or online, and vote during the meeting through a live online poll.

If the Named Individual can not attend the AGM or would prefer to vote prior to the meeting, a proxy voting form is available [HERE](#).

Only one vote is allocated to each Organisational Member. Only the vote of the Named Individual will be accepted.