

# Annual General Meeting

## 27 July 2011

### Notice of Annual General Meeting

Notice is hereby given that the 22nd Annual General Meeting of Macmillan Cancer Support (the 'charity') will be held on Wednesday 27 July 2011 at 11.30am in Meeting Rooms 8–10 at Macmillan Cancer Support, 89 Albert Embankment, London SE1 7UQ.

### Agenda

- 1 Apologies for absence.
- 2 Minutes of the 21st Annual General Meeting held on Thursday 29 July 2010.

### Ordinary business

- 3 To receive the Board's Report and Accounts for the period 1 January 2010 to 31 December 2010.
4. To reappoint Susan Kirk as a member of the Board for a further term of three years.
- 5 To reappoint Ken Lacey as a member of the Board for a further term of three years.
- 6 To reappoint Julia Palca as a member of the Board for a further term of three years.
- 7 To reappoint Andrew Duff as a member of the Board for a further term of three years.
- 8 To reappoint Clare Hollingsworth as a member of the Board for a further term of three years.
- 9 To reappoint Sir Hugh Taylor as a member of the Board for a further term of three years.
- 10 To reappoint Suki Thompson as a member of the Board for a further term of three years.

### Special business

- 11 To appoint PricewaterhouseCoopers LLP as auditors of the charity and to authorise the Board to fix the auditors' remuneration.
- 12 To consider and, if thought fit, to pass the following resolution as a special resolution with effect from the end of the meeting:

'That the Articles of Association in the form laid before the meeting be approved and adopted as the Articles of Association of the charity in substitution for and to the exclusion of the existing Articles of Association of the charity'.

Dated 27 April 2011

By order of the Board  
Victoria Benson  
Company Secretary  
Macmillan Cancer Support  
89 Albert Embankment  
London SE1 7UQ

# Explanatory notes on the agenda

## Ordinary business

**Items 4–6 Sue Kirk, Kenneth Lacey and Julia Palca retire as members of the Board at the Annual General Meeting but, in accordance with the charity’s Articles of Association, they offer themselves for reappointment for a further three-year term.**

**Sue Kirk** joined Macmillan’s Board in 1999 and was appointed to the Remuneration Committee in 2002. Sue is also a director of Macmillan’s two trading companies and a Trustee Member of the National Panel for Volunteer Awards. She has been a member of the Boston Committee for over 30 years, initially serving for eight years as Secretary and since as Chairman. In 1983 she was appointed a member of the Council and was awarded the President’s Medal in 1998. Sue retired as an Associate General Manager after a career in senior management in the NHS. Along with her work for Macmillan, she is a Director of the Boston & County Club and a member of the Regulatory Board and the Quality Assurance and Enhancement Group of the Chartered Society of Physiotherapists (CSP), and a Trustee of the Boston & District Sick Poor Fund. Sue lives in Lincolnshire.

**Ken Lacey** joined Macmillan’s Board in December 2007, and also sits on the Audit and Finance & Legal Committees. Until retirement, he was the Global Managing Partner for Accenture’s Health & Life Sciences business. He spent most of his 28 years with Accenture working with pharmaceuticals, medical products, regulatory and healthcare organisations. He is currently the CEO of LOMAX, an OLED innovation company, an adviser to the Shareholders’ Council of ZS Associates and a non-executive Board Member of AVA CAD Software. Ken is a Director of Warrington Town Football Club and a Governor of the Mottram St Andrew School. He lives in Cheshire and is married with two children.

**Julia Palca** joined the Board in October 2001 and was elected Chairman in July 2010. She also sits on the Audit Committee, the Finance & Legal Committee, the Remuneration Committee and the Nominations Committee. She studied law and politics at Durham University, and was, until 2009, a partner with law firm Olswang LLP, to whom she now acts as a consultant. She is Chairman of the Royal Free Charity, special adviser to the Prison Reform Trust and has been a member of the Board of the Institute of Employment Studies and of several other charities, including Cancerlink which merged with Macmillan in 2001. Julia has herself had cancer. She is also a part time employment judge, lives in London and is married with three children.

**Items 7–10 The Board appointed Andrew Duff as a Board member on 2 March 2011 and Clare Hollingsworth, Sir Hugh Taylor and Suki Thompson as Board members on 27 April 2011. Under the Charity’s Articles of Association these appointments come to an end at the AGM. The Board recommends that the Members of the charity reappoint these members of the Board.**

**Andrew Duff** joined the board in March 2011, and also sits on the Finance and Legal Committee and the Audit Committee. He spent 16 years at BP plc working in downstream businesses in Europe, the USA and the Far East. He joined National Power in 1998 before becoming Chief Executive of its successor company npower in 2003. He stepped down from this position in 2009 to assume the

role of non executive Chairman, which he has now relinquished. In 2010 he was appointed Chairman of Severn Trent Plc and Severn Trent Water Ltd. Andrew is the Senior Independent Director at Wolseley Plc where he also chairs the Remuneration Committee. He is a fellow of the Energy Institute and a member of the CBI President's Committee. He lives in Oxfordshire and is married with three children.

**Clare Hollingsworth** joined the Board in April 2011. She is currently Deputy Chairman and non-executive Director of Spire Healthcare Ltd, and non-executive Director at Virgin Healthcare Holdings Ltd, Assura Group Ltd and Eurostar International Limited. She has extensive experience in financial and change management, strategy development and implementation, stakeholder relations and developing customer centric organisations. She was previously CEO of Spire Healthcare Ltd and Managing Director of BUPA Hospitals, as well as Managing Director of Caledonian Airways. Other past appointments include non-executive Director of Ambea AB, Chairman of The Independent Healthcare Association and a member of the CBI Public Services Strategy Board. Clare lives in Surrey with her two children.

**Sir Hugh Taylor** joined the Board in April 2011. He has been Chairman of Guy's and St Thomas' NHS Foundation Trust since February 2011, having retired as Permanent Secretary at the Department of Health in 2010. Sir Hugh joined the Department of Health in 1998 as the Director General dealing with workforce issues in the NHS Executive and became Permanent Secretary in 2006. He began his civil service career in 1972 in the Home Office and has also worked in the Prison Service and the Cabinet Office. Sir Hugh lives in south London and is married with two children.

**Suki Thompson** joined the Board in April 2011. She is the Managing Partner of Oystercatchers, a leading consultancy in Marketing Excellence which she co-founded in 2007 working with clients like Bupa, Weetabix, Lloyds Bank, Virgin Media, McDonald's and Honda. Prior to that she was a partner at the Haystack Group from 2001–2007. Currently Suki is the Chairman of The Marketing Society, a member of Women in Advertising & Communications and owns a gin company, Bunker Gin. She is a regular contributor to the national and marketing press and a speaker at industry conferences. Suki lives in London and has two children, Jaz and Sam.

## Special business

**Item 11** The Board recommends the appointment of PricewaterhouseCoopers LLP as external auditors of the charity.

**Item 12** Current articles 42 and 49 provide that a member of Council or a Trustee must be a member of Macmillan and that they will cease to be a member when their term as a member of Council or Trustee comes to an end. However, it is possible that a Council member or Trustee may wish to continue as a member of the charity. This is possible by the person applying to become a member again, but for ease of administration it is proposed to add the following wording to the end of articles 42 and 49: "(unless they request in the form specified by the Trustees from time to time that they wish to continue as a member)".

The Companies Act requires matters that are deemed to be special business to be approved by at least three-quarters of members attending and voting at a general meeting. The proposal to amend the Articles of Association is deemed to be special business.

## General notes

- 1** Only registered Members, the Honorary Officers and the auditors have the right to attend and speak at the Annual General Meeting.
- 2** You are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Annual General Meeting. Details of how to appoint the Chairman of the Meeting or another person as your proxy are set out on the enclosed proxy form.
- 3** At the beginning of the meeting the Chairman, Julia Palca, will ask the Company Secretary to read the notice convening the meeting, to relay apologies for absence and to confirm that a quorum of Members is present. A quorum is ten Members present in person.
- 4** The Chairman will also ask for the agreement of the Members present to the minutes of the 21st Annual General Meeting of Macmillan Cancer Support held on 29 July 2010 being taken as read and agreed. The minutes of the 21st Annual General Meeting are available for inspection at the Registered Office during normal business hours on any weekday and at the Venue on the date of the Annual General Meeting. The Articles of Association are similarly available and will also be sent on request to any Member.
- 5** When voting for or against resolutions put to the meeting, Members will be asked to raise their hands so that they can be seen from the platform. Before or upon the declaration of the result of the raising of hands, a poll may be demanded in writing by the Chairman or by at least five Members present in person or by proxy and entitled to vote. If a poll is demanded, it will be taken at such time and place and in such manner as the Chairman directs.
- 6** Every Member present in person or by proxy at the Annual General Meeting has one vote.

