ICGN
International Corporate Governance Network
Inspiring good governance & stewardship

Minutes of the ICGN 2023 Annual General Meeting
Held on 20 September 2023 from 14:45 BST
At etc. Venues, 200 Aldersgate, London, EC1A 4HD
or by hybrid means via https://icgn2023.ukemeet.uk/login

In attendance:

Board members

In person:

Ian Burger	Independent, UK (Chair)
Christine Chow	Credit Suisse Asset Management, UK
Michael Herskovich	BNP Paribas Asset Management, France
Paul Schneider	Ontario Teachers' Pension Fund, Canada (Vice Chair)
Susanne Stormer	PwC, Denmark
Jenn-Hui Tan	Fidelity International, UK

Virtually:

Seiji Kawazoe	Sumitomo Mitsui Trust Asset Management, Japan
Dan Konigsburg	Deloitte Touché Tohmatsu Limited, US
Robert Lewenson	Old Mutual Investment Group, South Africa
Luz Rodriguez	Colorado Public Employees' Retirement Association, US
James Andrus	Franklin Templeton, US

Apologies (due to time difference):

Debby Blakey	HESTA, Australia

Nomination Committee

Deborah Gilshan	Australian Super, UK (Chair)

Executive

Kerrie Waring	Chief Executive Officer, ICGN

Secretary
Simon Osborne

Scrutineers
Chris Hodge
Geof Stapledon

Membership

ICGN members participated in the meeting.

27 members had voted in advance of the meeting, and a further 12 voted at the meeting.

The Chair called the Annual General Meeting ("AGM") to order at 14:45 hours.

The Chair welcomed members to the 2023 ICGN AGM and declared the meeting open. He thanked Simon Osborne, Chris Hodge, and Geof Stapledon, who were attending the AGM in their respective capacities as Secretary and Scrutineers to the meeting.

He noted the meeting was quorate with 20 members being present in person or by proxy. In total 27 members had voted in advance, 3 of those voting by proxy.

The Chair provided an overview of housekeeping matters, advising that all resolutions before the AGM were ordinary resolutions that required 50% + 1 of votes to be in favour to pass. In accordance with UK law, votes withheld would not be taken into account when calculating the outcomes.

The voting results that would appear on the screen immediately after the taking of a vote on a resolution were subject to review and confirmation by the scrutineer. Final results would be published on the ICGN website.

The Chair advised that in order to accommodate the participation of the Chair of the Nomination Committee, the order of proceedings would be amended, with agenda Item 6 being taken first.

Item 6: Board of Governors elections

The Chair introduced Deborah Gilshan, Chair of the Nomination Committee. She conveyed her thanks to Paul Schneider, who was due to step down from the role of Board Governor, for his six years' service.

Deborah Gilshan thanked the ICGN and her fellow Nomination Committee members for their support in a process that was key to the ongoing success of the organisation. She advised that Carola Von Lamoen will be stepping down from her role on the Nomination Committee.

Deborah Gilshan noted that Paul Schneider was stepping down after six years on the Board. All other governors had made themselves available for re-election.

It was confirmed that the Nomination Committee had access to the Board, its Governance Committee and the CEO to ensure it had a good understanding of the strategic direction of the organisation. One new candidate had been proposed for election: James Andrus. In the Committee's view, the candidate had a mix of backgrounds, skills and experience that would support the Board's ability to drive ICGN's long-term strategy.

There were no questions from the floor.

During the voting process, the Chair posed questions to each of the members standing for election or re-election, highlighting key governance developments and areas of focus in their region.

Resolutions to elect members of the Board of Governors for 2023/24 were approved individually as follows:

	Governor	**For (%)**	**Against (%)**	**Number of votes withheld**
6.1	Debby Blakey	100	0	2
6.2	Ian Burger	100	0	1
6.3	Christine Chow	100	0	2
6.4	Michael Herskovich	100	0	1
6.5	Seiji Kawazoe	100	0	1
6.6	Dan Konigsburg	100	0	0
6.7	Robert Lewenson	100	0	2
6.8	Luz Rodriguez	97.3	2.7	0
6.9	James Andrus	100	0	0
6.10	Susanne Stormer	100	0	0
6.11	Jenn-Hui Tan	100	0	1
6.12	Theresa Taylor	100	0	2

The Chair noted his thanks to Paul Schneider and welcomed the new board member, James Andrus. He recognised Paul Schneider's leadership, professionalism, and inclusive approach. He thanked Paul Schneider for his considered and helpful input to the ICGN during his tenure.

The Chair commented on the current economic environment and the headwinds posed by Covid recovery, inflation and geopolitical risk which made the ICGN more relevant today than ever in its history. There was a need to support the efficient running of capital markets and avoid destruction of shareholder value. The organisation sought to inform on salient issues, connect members and help to influence policy debate, codes and outcomes.

The large volume of work achieved during the past year was made possible due to the recruitment of additional staff, enabled by the new fee structure. The increase in fees ensured financial viability in the absence of physical events on which economic reliance had historically been placed. The resumption of physical conferences, including those scheduled for Tokyo, London, Melbourne and Washington, was welcomed. Members were encouraged to attend.

Item 1: Minutes

The minutes of the 2022 ICGN AGM were received by the meeting.

There were no questions received.

In favour: 100%
Against: 0%
Two members withheld their vote.

Item 2: Annual Review

The CEO presented the highlights of the Annual Review, summarized as follows

“As ever it has been a very busy year but perhaps, I can start by taking stock of our human resources, financial position, and membership status before talking about our work programme outputs.

PPT: ICGN Team

Today, the ICGN team is comprised of 19 people, two of whom are consultants based in the US and Japan. We re-structured, alongside our strategic review, which meant saying goodbye to six people over the course of the year but also allowed us to say hello to six more.

We have three entirely new posts with a Marketing Manager, Finance Assistant and Membership Development Manager – the latter joining in November.

Going into the new year we will appoint a Communications Assistant and potentially another policy related role.

I am so grateful to the Team for their dedicated hard work in delivering ICGN’s work programme. It really is such a privilege to work alongside them, and I am very proud of their achievements.

PPT: Financial position

In terms of our financial position, we concluded the 2022 year-end with profit of £66,572 bolstering ICGN’s reserves to £710,308 – noting our reserves policy is to finance 50% of six months operating costs which are around £700,000.

Our revenues were solid, largely accrued from membership income given that conferences were limited due to COVID impacts.

Costs amounted to £1.43 million, up £350,000 over the prior year, with the increase almost exclusively due to enhanced staff capacity.

Looking ahead, while conferences continue to recover, membership revenue has stalled, at least in terms of budgeted new recruitment. We have also invested in a new office, both of which will lead to a likely net financial loss as we conclude this year.

Having said that, our investment in staff, continued conference recovery and enhanced member benefits will steady our finances into 2024.

PPT: Membership Revenue

I’d like to reflect in more detail on membership.

Your support to strengthen our funding model has significantly strengthened our financial position with membership fees being the single most important source of income at 71%.

This will level out as conferences recover but ideally, we want a revenue balance of around 60% membership, 30% conferences and 10% courses over the medium term – and we are heading in that direction.

Looking to 2024, membership fees will increase by 5% owing to continued inflationary pressures, which have increased our operating costs.

PPT: Membership Composition
As of today's date, we have 319 Members (remembering we shifted to an organizational model in 2021), with investors representing assets under management in excess of $77 trillion.

Members are based in 43 countries with 40% from Europe (half of which are UK-based), 31% from North America, 23% APAC, and just 6% in Latin America and MENA where we need to work harder to raise ICGN's visibility.

Membership retention is strong, although attrition has increased slightly to 14% this year. New recruitment was disappointing leading to relative membership stagnation. The primary reasons for this being:

- Increased competition from thematic organizations (particularly climate related)
- Increased ICGN membership fees and
- Macro-economic austerity.

The Board and I are very focused on this, and we have recruited a Membership Development Manager to start in November and the ICGN Team will continue to focus on enhancing the value of membership benefits.

PPT: Policy Committees
So let me just reflect on our membership activities, starting with our policy outputs. We are also grateful to all our Policy Committee Members, and I hope you enjoyed hearing about their work in many of the sessions today.

PPT: Viewpoints & Statements
They published several viewpoints and statements this year in response to major events including Russia's war against Ukraine, IPCCs sixth assessment on climate change, and systemic disruption in the banking sector.

PPT: Public Consultations
We submitted 22 letters in response to public consultations around the world. This includes 8 global organizations, 4 to Japan, 3 in the UK and 2 in the US with other letters sent to authorities in Australia, Brazil, Hong Kong, Italy and Spain.
Interestingly, the overall balance of themes is equally split between corporate reporting, corporate governance, and shareholder rights – the latter on issues such as takeover rules, dual class shares, collective action, and related party transactions.

You may have noticed that we now inform members of our letters in real time and in most cases, we issue them well before the deadline so that they may inform your own responses.

We are currently working on responses to the IAASB's standards for assurance on corporate sustainability reporting, Japan FSA's consultation on beneficial ownership and large shareholder rules, and the Canadian Securities Regulator's consultation on diversity rules beyond gender.

PPT: Public Engagements
Alongside this we have actively participated at other events to raise awareness of our policy priorities and the good work you all do. I myself have spoken at 25 different events, virtually and in-person.

PPT: G7 High Level Corporate Governance Roundtable
A highlight was representing ICGN at the G7 OECD High Level Corporate Governance Roundtable held alongside the G7 Meeting of Finance Ministers under the Presidency of Japan with fellow ICGN Members Dan Konigsburg and Mike Lubrano.

PPT: October Tour
Next month is set to be one of the busiest months yet with meetings in Malaysia, Tokyo and Melbourne. I am delighted that a delegation of ICGN Members will join me in meetings with METI, FSA and TSE in Japan. And I'm looking forward to participating in PRI following ICGN's own meeting with Keidanren which we are holding jointly with NBIM; and then participating in the OECD Roundtable and other meetings in Kuala Lumpur. This is ahead of meeting members in Australia as we begin to plan for our ICGN Melbourne Conference, hosted by ACSI in 2024.

Looking further ahead, we have organized a series of exclusive member podcasts with regulators including with the ISSB, IAASB and FRC over the coming months.

We will also be establishing three country working groups in Japan, the US and Europe to help inform our strategic policy outputs and to engage with key stakeholders in each market.

PPT: Global Stewardship Principles + Endorsers
And we will be consulting with you to review the ICGN Global Stewardship Principles soon which will be subject for your approval at next year's AGM. We are proud that many members endorse the principles publicly on our website.

PPT: Professional Development
We have also expanded our professional development offerings to support Members in building their in-house stewardship capabilities.

We are delivering a new version of ICGN's Governance, Stewardship & Sustainability Programme next month, accredited with a certificate by Bryant University.

Our Excellence in Corporate Governance course has also been updated with new modules on effective Remuneration and Nominations Committees.

We also conduct in-house training and have a successful partnership with the European Confederation of Director Associations, now in its second year.

PPT: ICGN Awards
We celebrated ICGN Award Winners at our Annual Conference in Toronto in June and are grateful to the Judging Panels and Awards Committee for their contribution.

PT: Conferences
On that note, it has been wonderful to convene members for our meeting in Sweden, Japan and Korea over the past 12 months and we are looking forward to Dubai, Washington DC, London, and Melbourne into the future.

PPT: Sponsors
We are particularly grateful to our sponsors for their valuable contributions.

PPT: ICGN Board
All of this would not be possible without you. As a member-led organization, YOU are ICGN.

I am particularly grateful to the ICGN Board for their guidance, as we focus on delivering our strategic objectives to strengthen ICGN's policy impacts, enhance our membership value proposition, and raise ICGN's brand visibility.

I am extremely grateful to Ian who has been instrumental in helping me lead this wonderful organization and to all ICGN Board members who I have been able to rely on individually in so many ways.

It has been an honour and a privilege to work alongside the Board and Team who believe passionately in ICGN's importance and purpose. It is therefore difficult for me to inform you that I have decided to step down as CEO from next July.

I have had an incredible time over the past 15 years building ICGNs portfolio of activities around the world and strengthening our resilience. Today, ICGN is a powerful global investor voice in promoting the highest standards of governance and stewardship for long-term value creation. And we are recognized as a standard setter in our own right by regulators and an influential knowledge sharing forum.

But I feel it is now time for me to move on so I have informed the board that I intend to resign, and they will be actively seeking a successor over the coming months.

Ian can tell you more about this now and I look forward to continuing to engage with you all and remaining part of this amazing network – just not as CEO, but very probably as a member!"

The 2022-23 ICGN Annual Review was received by the meeting.

In favour: 100%
Against: 0%
No members withheld their vote.

Item 3: ICGN Financial Statements

Paul Schneider, Vice Chair of ICGN and Chair of the Audit and Finance Committee, introduced the financial statements for the year ending 31 December 2022

He noted the much-improved financial position on the prior year, largely driven by the decision to amend the fee structure. There were 46 new entities recruited over the past year.

He noted that the Audit and Finance Committee met regularly and monitored expenditure. The organisation was well positioned to fund its ambitious agenda.

He placed on record his thanks to the Audit and Finance Committee members for their work during the past year, and to the ICGN Secretariat for their support.

There were no questions from members.

The financial statements for the year ended 31 December 2021 were received by the meeting.

In favour: 100%
Against: 0%
No members withheld their vote.

Item 4: Appointment of the auditors

Paul Schneider invited members to approve the reappointment of Haysmacintyre LLP for 2023. Haysmacintyre was first appointed as auditor at the 2020 AGM to replace Grant Thornton. The Audit and Finance Committee had reviewed the performance of Haysmacintyre and were happy to recommend their reappointment.

There were no questions from the floor.

IT WAS RESOLVED THAT Messrs Haysmacintyre LLP, the retiring auditors be, and are hereby, reappointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and that the Audit and Finance Committee shall determine their level of remuneration.

In favour: 100%
Against: 0%
No members withheld their vote.

Item 5: ICGN Nomination Committee 2022-23

Deborah Gilshan, Chair of the ICGN Governance Committee introduced this item, noting thanks to her fellow members of the ICGN Nomination Committee for their work during the past year. As indicated earlier by Geof Stapledon, Deborah Gilshan would assume the role of chair if re-elected.

Deborah Gilshan introduced the recommended candidates for the Nomination Committee.

The Chair noted her thanks to the Nomination Committee members for their work, commenting on the commitment of committee members who actively participated notwithstanding the challenge of time zones.

There were no questions from the floor.

Resolutions to elect members of the Nomination Committee for 2022/23 were approved individually as follows:

	Committee Member	**For (%)**	**Against (%)**	**Number of votes withheld**
5.1	Richard Bennett	100	0	0
5.2	Deborah Gilshan	100	0	0
5.3	George Iguchi	100	0	2
5.5	Anne Molyneux	100	0	0

Item 9: Any Other Business

The Chair noted his thanks to CEO Kerrie Waring for her contribution during her tenure. He also extended his thanks to each member of the ICGN team for their enthusiasm and hard work.

There being no other business, the Chair closed the meeting at 1640.