ICGN
International Corporate Governance Network
Inspiring good governance & stewardship

Minutes of the ICGN Annual General Meeting 2024

Thursday, 26th September 2024, 14:45 – 16:00 hrs (BST)
This was a hybrid meeting held at Cavendish Venues London - 22 Duchess Mews, London, W1G 9DT and online.

Board members in attendance:

Ian Burger, Chair	Independent, UK
Christine Chow, Vice Chair	Independent, UK
James Andrus	Franklin Templeton, USA
Debby Blakey	HESTA, Australia
Michael Herskovich	BNP Paribas Asset Management, France
Seiji Kawazoe	Sumitomo Mitsui Trust Asset Management, Japan
Dan Konigsburg	KPMG, USA (Governance Committee Chair)
Robert Lewenson	Old Mutual Investment Group, South Africa
Luz Rodriguez	Colorado PERA, USA
Susanne Stormer	PWC, Denmark
Jenn-Hui Tan	Fidelity International, UK
Theresa Taylor	CalPERS, USA

ICGN Executive
Jen Sisson, Chief Executive
Sheila Doyle, Board and Committee Secretary

Scrutineers
Chris Hodge
Simon Osborne

The Chair welcomed the members and confirmed that the meeting was quorate. He thanked the Board for their hard work behind the scenes and confirmed that the board is diverse and committed. The Chair thanked James Andrus, who is stepping down, and recommended that members look at the information circulated about the new board members, Fabio Coelho and Ashraf Gamal El Din, put forward for election at this meeting as they bring unique experience and skill sets that would benefit ICGN at this stage of its growth.

Item 1: Minutes

The minutes of the 2023 ICGN AGM were received by the meeting.

There were no questions received.

In favour: 100%
Against: 0%
One member withheld their vote.

Item 2: Annual review

The CEO gave an overview of the contents of the Annual Review, highlighted various successes and areas of ICGN's activities. The CEO explained the annual review year-end will be changed to follow the financial year-end. The CEO thanked all those involved in the Awards and the conferences for their great work and explained the changes to ICGNs policy committee structures.

The ICGN Annual Review 2023-2024 was received by the meeting.

There were no questions received.

In favour; 100%
Against: 0%
No votes withheld.

Item 3: ICGN Directors' Report and Financial Statements for the year ended 31 December 2023

The Directors' Report and Financial Statements were received by the meeting.

The chair of the Audit & Risk Committee introduced this item and provided a summary of the ICGN's financial position.

There were no questions received.

In favour: 100%
Against: 0%
No votes withheld.

Item 4: Re-appointment of Messrs haysmacintyre LLP as auditors of the company to hold office until the conclusion of the next Annual General Meeting and that the Audit & Risk Committee shall determine their level of remuneration.

This item, was also introduced by the chair of the Audit & Risk Committee.

There were no questions received.

In favour: 100%
Against: 0%
One member withheld their vote.

Item 5: Appointments to the ICGN Nomination Committee 2024-5

5.1 To reappoint Richard Bennett
In favour: 100%
Against: 0%
Two members withheld their vote.

5.2 To appoint Tara-Jane Fraser
In favour: 100%
Against: 0%
Two members withheld their vote.

5.3 To reappoint George Iguchi
In favour: 100%
Against: 0%
Two members withheld their vote.

5.4 To appoint Anne-Marie Jourdan
In favour: 100%
Against: 0%
One member withheld their vote.

5.5 To appoint Paul Schneider
In favour: 97.78%
Against: 2.22%
Two members withheld their vote.

Item 6: Appointments to the ICGN Board for 2024-2025

6.1 To reappoint Debby Blakey
In favour: 100%
Against: 0%
One member withheld their vote.

6.2 To reappoint Christine Chow
In favour: 97.78%
Against: 2.13%
One member withheld their vote.

6.3 To appoint Fabio Coelho
In favour: 100%
Against: 0%
Two members withheld their vote.

6.4 To appoint Ashraf Gamal El Din
In favour: 97.78%
Against: 2.22%
One member withheld their vote.

6.5 To reappoint Michael Herskovich
In favour: 100%
Against: 0%
One member withheld their vote.

6.6 To reappoint Seiji Kawazoe
In favour: 100%
Against: 0%
Two members withheld their vote.

6.7 To reappoint Dan Konigsburg
In favour: 95.56%
Against: 4.44%
Two members withheld their vote.

6.8 To reappoint Robert Lewenson
In favour: 100%
Against: 0%
One member withheld their vote.

6.9 To reappoint Luz Rodriguez
In favour: 100%
Against: 0%
Two members withheld their vote.

6.10 To reappoint Susanne Stormer
In favour: 100%
Against: 0%
One member withheld their vote.

6.11 To reappoint Jenn-Hui Tan
In favour: 100%
Against: 0%
Two members withheld their vote.

6.12 To reappoint Theresa Taylor
In favour: 100%
Against: 0%
One member withheld their vote.

Item 7 To approve the ICGN Stewardship Principles

In favour: 97.87%
Against: 2.13%
No votes were withheld.

Item 8 Any other business

An ICGN member read out a proposal to transfer the Stewardship Professionals (StePs) programme to ICGN. The Chair thanked them for the offer and stated that the board and executive would review the proposal in due course.

There being no other business, the meeting closed at 15:20.

Signed: (Ian Burger) Date: 13 Oct 2024