ICGN Annual General Meeting
23rd September 2020, 1400 – 1700 hrs (BST)
Held by virtual conferencing

From: Carol Hansell, Chair, ICGN Nomination Committee
Re: Appointment of ICGN Board of Governors
Status: ORDINARY RESOLUTION for approval by ICGN Members requiring 50% + 1 vote affirmation

Main Considerations

- Each year, the ICGN Nomination Committee proposes candidates to serve on the ICGN Board of Governors for approval and individual election by ICGN Members.

- The Nomination Committee itself is elected by the ICGN membership and is primarily responsible for the ICGN Board appointment process. This includes communication with members and issuance of the annual call for nominations for candidates.

- The Nomination Committee makes recommendations which recognise the ICGN’s mission and board diversity policy, noting that the historic strength of ICGN comes from the investment community and with the majority of those recommended being investor representatives.

- The Nomination Committee Report to members includes the name, affiliation and jurisdiction of each candidate together with a short biography and statement of motivation as to why the candidate wishes to serve as an ICGN Board Governor.

- ICGN is grateful to the serving members of the ICGN Nomination Committee this year for their commitment and dedication being: Carol Hansell (Committee Chair), Richard Bennett, Carola van Lamoen and Geof Stapledon.

ICGN Member Action

To consider approval of the Nomination Committee recommendation to individually appoint the members of the ICGN Board of Governors to serve for the year ahead as described in the letter and Ordinary Resolution attached as Annex 1.
Annex 1: An ORDINARY RESOLUTION to elect the ICGN Board of Governors
From Carol Hansell, ICGN Nomination Committee Chair

The ICGN Nominations Committee is responsible for recommending to the ICGN Members, candidates for election to the ICGN Board of Governors. As Chair of the Committee, I am pleased to provide the Committee’s recommendations for consideration by the Members at the 2020 Annual General Meeting on September 23, 2020 at the virtual conference.

The Committee recommends that the Members elect the following individuals to serve as Governors beginning at the close of the AGM until their successors are elected:

<table>
<thead>
<tr>
<th>Name</th>
<th>Affiliation</th>
<th>Residence</th>
<th>Year First Elected</th>
<th>End of Possible 6-Year Term</th>
</tr>
</thead>
<tbody>
<tr>
<td>Melsa Ararat</td>
<td>Academia</td>
<td>Turkey/Netherlands</td>
<td>2015</td>
<td>2021</td>
</tr>
<tr>
<td>Ian Burger</td>
<td>Asset Manager</td>
<td>United Kingdom</td>
<td>2017</td>
<td>2023</td>
</tr>
<tr>
<td>Christine Chow</td>
<td>Asset Owner</td>
<td>United Kingdom</td>
<td>2019</td>
<td>2025</td>
</tr>
<tr>
<td>Michael Herskovitch</td>
<td>Asset Manager</td>
<td>France</td>
<td>2020</td>
<td>2026</td>
</tr>
<tr>
<td>George Iguchi</td>
<td>Asset Manager</td>
<td>Japan</td>
<td>2015</td>
<td>2021</td>
</tr>
<tr>
<td>Henry Jones</td>
<td>Asset Owner</td>
<td>USA</td>
<td>2020</td>
<td>2026</td>
</tr>
<tr>
<td>Claudia Kruse</td>
<td>Asset Manager</td>
<td>Netherlands</td>
<td>2016</td>
<td>2022</td>
</tr>
<tr>
<td>Dan Konigsburg</td>
<td>Advisor</td>
<td>USA</td>
<td>2019</td>
<td>2025</td>
</tr>
<tr>
<td>Robert Lewenson</td>
<td>Asset Manager</td>
<td>South Africa</td>
<td>2020</td>
<td>2026</td>
</tr>
<tr>
<td>Paul Schneider</td>
<td>Asset Owner</td>
<td>Canada</td>
<td>2017</td>
<td>2023</td>
</tr>
<tr>
<td>Susanne Stormer</td>
<td>Corporate</td>
<td>Denmark</td>
<td>2020</td>
<td>2026</td>
</tr>
<tr>
<td>Robert Walker</td>
<td>Advisor</td>
<td>Canada</td>
<td>2015</td>
<td>2021</td>
</tr>
</tbody>
</table>

The Committee’s recommendations are the result of a process that began shortly after the 2019 AGM. We received input from the Board of Governors and its Governance Committee to help us to determine the skills and attributes that would be of greatest benefit to the work of the Board. We discussed with incumbent Governors, their interest in continuing to serve on the Board and reviewed the results of the board evaluation process. We canvassed all Members for nominations and reached out to specific Members for their input and to determine their interest in serving.

As a result of this process, we are pleased to nominate the individuals listed above. A majority of the candidates represent investors. 33.3% are women. The candidates are geographically diverse: 41.7% are from Europe, 33.3% are from North America and 25% are from Japan, South Africa or Turkey.
We would like to thank the four outgoing Governors for their considerable contributions to the work of the ICGN and the Board. David Couldridge, Mike Cho, Anne-Marie Jourdan and Anne Molyneux will be missed in the boardroom, but we look forward to their continued involvement in the important work of the ICGN.

We look forward to seeing many of you at the AGM.

Carol Hansell, Chair,
ICGN Nomination Committee

2019-20 Committee Members: Richard Bennett, Value Edge (USA), Geof Stapledon, BHP Billiton (UK), Carola Van Lamoen, Robeco (Netherlands).
Appendix 1: Candidates recommended for election to the 2019-2020 Board

**Incumbent Board members recommended for re-election:**

<table>
<thead>
<tr>
<th>Name</th>
<th>Affiliation</th>
<th>Nationality</th>
<th>Residence</th>
<th>Board attendance</th>
</tr>
</thead>
<tbody>
<tr>
<td>Melsa Ararat</td>
<td>Academia</td>
<td>Turkish/British</td>
<td>Turkey/Netherlands</td>
<td>8 out of 10</td>
</tr>
<tr>
<td>Ian Burger</td>
<td>Asset Manager</td>
<td>British</td>
<td>United Kingdom</td>
<td>10 out of 10</td>
</tr>
<tr>
<td>Christine Chow</td>
<td>Asset Owner</td>
<td>China</td>
<td>United Kingdom</td>
<td>9 out of 10</td>
</tr>
<tr>
<td>George Iguchi</td>
<td>Asset Manager</td>
<td>Japanese</td>
<td>Japan</td>
<td>9 out of 10</td>
</tr>
<tr>
<td>Dan Konigsburg</td>
<td>Advisor</td>
<td>American</td>
<td>USA</td>
<td>10 out of 10</td>
</tr>
<tr>
<td>Claudia Kruse</td>
<td>Asset Manager</td>
<td>German/British</td>
<td>Netherlands</td>
<td>10 out of 10</td>
</tr>
<tr>
<td>Paul Schneider</td>
<td>Asset Owner</td>
<td>Canadian</td>
<td>Canada</td>
<td>9 out of 10</td>
</tr>
<tr>
<td>Robert Walker</td>
<td>Advisor</td>
<td>Canadian</td>
<td>Canada</td>
<td>10 out of 10</td>
</tr>
</tbody>
</table>

**New Board candidates recommended for election:**

<table>
<thead>
<tr>
<th>Candidate and nominators</th>
<th>Affiliation</th>
<th>Organization</th>
<th>Nationality</th>
<th>Residence</th>
</tr>
</thead>
<tbody>
<tr>
<td>Michael Herskovich</td>
<td>Asset Manager</td>
<td>BNP Paribas Asset Management</td>
<td>French</td>
<td>France</td>
</tr>
<tr>
<td>Henry Jones</td>
<td>Asset Owner</td>
<td>CalPERS</td>
<td>American</td>
<td>USA</td>
</tr>
<tr>
<td>Robert Lewenson</td>
<td>Asset Manager</td>
<td>Old Mutual Investment Group</td>
<td>South African</td>
<td>South African</td>
</tr>
<tr>
<td>Susanne Stormer</td>
<td>Corporate</td>
<td>Novo Nordisk</td>
<td>Danish</td>
<td>Denmark</td>
</tr>
</tbody>
</table>

Appendix 2: Retiring Board members:

<table>
<thead>
<tr>
<th>Name</th>
<th>Affiliation</th>
<th>Nationality</th>
<th>Residence</th>
</tr>
</thead>
<tbody>
<tr>
<td>David Couldridge</td>
<td>Asset Manager</td>
<td>South African</td>
<td>South Africa</td>
</tr>
<tr>
<td>Myeong (Mike) Cho</td>
<td>Academia</td>
<td>Republic of Korea</td>
<td>South Korea</td>
</tr>
<tr>
<td>Anne-Marie Jourdan</td>
<td>Asset Owner</td>
<td>French</td>
<td>France</td>
</tr>
<tr>
<td>Anne Molyneux</td>
<td>Advisor</td>
<td>Australian</td>
<td>Switzerland</td>
</tr>
</tbody>
</table>
Appendix 3: ICGN work programme support

Melsa Ararat, Director of Corporate Governance Forum of Turkey and Professor at Sabanci University, School of Management, Turkey
- ICGN Member (2007 – present)
- Board Member (2015 – present)
- Awards Committee Member: (2007 – 2015)
- Contributor: Yearbook 2017, Yearbook 2013 and Yearbook 2005
- Board Liaison Ethics and Systemic Risk Committee (2015 – present)
- Event Committee Member: Kuala Lumpur Conference (2017)
- Policy Committee Member: Business Ethics (2015-2017)

Ian Burger, Head of Corporate Governance, Newton Investment Management, United Kingdom
- ICGN Member (2003 – present)
- Board member (2017 – present)
- Strategy Working Group Member (2019 – 2020)
- ICGN representative on the IFRS Advisory Council (2018 – present)
- Chair: Audit and Finance Committee (2017 – present) and Member since 2016
- Chair: Remuneration Committee (2010 – 2016)
- Contributor: Yearbook 2016

Christine Chow, Director, Federated Hermes International
- ICGN Member (2019)
- Board Member since June 2019
- Awards Committee member since 2019
- Contributor: Yearbook 2017

Michael Herskovich, Head of Corporate Governance, BNP Paribas Asset Management (New Member)
- ICGN Member
- GNIA Member
- Shareholder Rights Committee Member

George Iguchi, Head of Corporate Governance, Nissay Asset Management Corporation, Japan
- ICGN Member (2013- present)
- Board Member since June 2015
Item 7: Appointment of ICGN Board of Governors

- Event Committee Member: Tokyo 2019, Tokyo 2017, Tokyo 2014
- Member, Finance Committee since (2015-2017)
- Board Liaison, ICGN Award Committee (2015)
- Speaker, 2015 London Annual Conference, 2015 Boston event
- Contributor, Yearbook, 2015
- Member, Accounting and Auditing Practices Committee since 2014
- Author of joint article on remuneration published in a Japanese law magazine
- Oversight and translation of ICGN Global Stewardship Principles into Japanese

Henry Jones, President, CalPERS Board of Administration (New Member)
- ICGN Member
- Host, San Francisco Conference 2015
- Past Speaker

Claudia Kruse, Managing Director Global Responsible Investment & Governance, APG Asset Management, Netherlands
- ICGN Member (2002 – present)
- Board Member (2017 – present)
- Audit and Finance Committee Member (2019-Present)
- Event Committee Member: Amsterdam (2019), Frankfurt (2016)
- Academic Day Host: Amsterdam (2019)
- Contributor, Yearbook 2018, Yearbook 2015, Yearbook 2012,
- Webinar Presenter: Sustainable Finance (2018)
- Chair: Integrated Business Reporting Committee (2010 – 2016)
- Projects: ESG Course development advisor (2011; 2018-19)

Dan Konigsburg, Senior Managing Director, Corporate Governance and Public Policy, Deloitte Touche Tohmatsu Ltd
- ICGN Member (2012-present)
- Board Member since June 2019
- Strategy Working Group Chair (2019 – 2020)
- Member ICGN Ethics and Systemic Risk Committee

Robert Lewenson, Head of ESG Engagement, Old Mutual Investment Group (New Member)
- ICGN Member
- Member, Shareholder Responsibilities Committee

Paul Schneider, Head of Corporate Governance, Ontario Teachers’ Pension Plan, Canada
- Member since 2010
- Audit and Finance Committee Member (2018-Present)
- Board Member (2017 – Present)
- Strategy Working Group Member (2019 – 2020)
- Co-host and Annual Conference Planning Committee Member 2010
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- Member, 2015 Annual Conference Planning Committee London

Susanne Stormer, Vice President of Corporate Sustainability, Novo Nordisk (New Member)
- ICGN Member
- Judge for ICGN Global Stewardship Award

Robert Walker, LVC Strategies, Canada
- Member since 2007
- Board Member since June 2015
- Chair Governance Committee (2017-Present)
- Chair, Finance Committee, (2016-2018)
- Chair, Board of Governors (2019 – Present)
- Strategy Working Group Member (2019 – 2020)
- Member, Washington DC, 2017 Planning Committee, Authority Framework committee 2016
- Board Liaison, Integrated Business Reporting Committee (June 2015)
- Faculty presenter, ESG Integration Programme, Montreal 2015
- Contributor, Yearbook 2014
Appendix 3: ICGN Board candidate information

Melsa Ararat, Professor, Sabanci University, School of Management; Director, Corporate Governance Forum of Turkey

Biography
Melsa is an engaged scholar and researcher with corporate background. She is the Founding Director of Corporate Governance Forum of Turkey, a research and advocacy center at Sabancı University, Istanbul. Prior to joining academia, Melsa has held senior management and board positions in Belgium, Asia Pacific and Japan, within Philips group. She has been a pioneering figure and advocate of corporate governance in emerging economies since 2000. She was a member of the committee that developed the Corporate Governance Guidelines for the Capital Markets Board of Turkey. She helped OECD to test its country level corporate governance assessment and coordinated IFC supported Corporate Governance Emerging Markets Research Network (2007-Present). She is recently appointed to the International Advisory Board of 30% Club. She is a long-standing academic member of ECGI, an advisory member of PRI SSE Initiative’s Investor Working Group and the Climate Bond Initiative. CDP Turkey operation was launched under her stewardship in 2010. She was instrumental in the conceptualization and launch of Borsa İstanbul’s Sustainability Index for which she remains an advisor.

Melsa is a gender diversity champion. She is one of the founders of Global Board Ready Women Project, the Founding Director of Turkey’s Independent Woman Directors Platform, Founder of Business Against Domestic Violence Project and the Founding Chair of the 30% Club’s Turkey Chapter. Melsa was elected to the board of the UN Global Compact Turkey Network in May 2019. She is nominated as one of eight female thought leaders since 2017 by Turkey’s financial daily newspaper. Melsa has dual citizenship of Turkey and the UK, resides in the Netherlands. She continues to publish her scholarly research in academic journals. Melsa holds a MSc degree in Thermodynamics and PhD in Management.

Statement of motivation
During the past 15 years that I’ve been involved in ICGN’s work, I have benefited enormously through having access to the unparalleled knowledge, experience and wisdom of the organisation’s membership. I have served on three committees (Business Ethics, Awards Committee and Country Correspondence), and contributed to many ICGN conferences and academic meetings in various capacities. I currently serve on the Awards Committee and support ICGN’s education activities.

ICGN has succeeded in advancing its influence in promoting good governance and stewardship in developed markets where ownership is dispersed, however; we observe a trend for higher concentration of ownership, common control of group of companies, and more involvement of the state in the economy through sovereign wealth funds and direct participation. Novel Corona virus has contributed to these trends. Emerging markets, which my professional work focuses on, provides a rich and diverse experience about the governance and stewardship challenges related with the departure from dispersed ownership structures. I continue to contribute to ICGN’s policy work and strategy by ensuring that the variety of market realities are recognised, and diverse experiences are utilised in responding to the new challenges. I also believe that the threat of climate change, gender inequality and other systemic risks requires ICGN’s much appreciated policy work and education activities to expand further with a sharper sustainability lens. I remain deeply committed to contribute to ICGN’s mission through the analytical skills and knowledge derived from my academic background in governance, business ethics and sustainable investing by also leveraging my international network to further ICGN’s global growth and influence. I would be grateful to be considered as a governor of the ICGN again.
Ian Burger, Head of Corporate Governance, Newton Investment Management, United Kingdom

Biography
Since joining Newton Investment Management over two decades ago as its first Head of Corporate Governance, I have developed and expanded, globally, Newton’s approach to responsible investment, which includes the house views and approaches in relation to environmental, social and governance (ESG) matters. Today, as Head of Responsible Investment, I am responsible for ESG considerations throughout Newton’s investment process. This includes establishing, implementing and communicating all ESG policies, principles, engagement, voting and research. Aided by my team of Responsible Investment Analysts and wider investment staff we carry-out investment research on environmental, social and governance matters, engage with companies, report on stewardship activities and make active voting decisions, globally. In addition, I play a key role in determining Newton’s approach to sustainable investment and the evolution of fund strategies. Externally, I am involved in shaping the debate on matters relating to ESG and stewardship and through my membership of a variety of formal and informal groups.

Statement of motivation
Over the three-year period that I have served as a Board Governor for the ICGN, including more recently as chair of the Audit and Finance Committee, my enthusiasm and motivation to enhance the ICGN’s efforts and help it succeed has remained very high, particularly in the current challenging environment.

The ICGN’s overarching aspiration to improve corporate governance and wider stewardship matters, globally, dovetails with my own ambitions and responsibilities that have been the primary drivers for me throughout my 22 years in the industry; it also justifies my long-term membership of the ICGN. I believe I possess relevant educational qualifications, skills, experiences and personal attributes that can continue to add value to the ICGN in its future endeavours and the work of its board.

The ICGN’s unique and enviable position of having active members that possess a wealth of knowledge, skills, experiences and innovative thought, along with being led by a dedicated and skilled secretariat and executive team, has been crucial to the ICGN’s success to date. I believe that the ICGN can continue to enhance and capitalise on these factors to ensure it leads on and is a major influencing force in this rapidly changing landscape. The ICGN requires and deserves board members that are experienced, engaged, strategic and energised. If elected, I will continue to be committed to each of these.
Christine Chow, Director, Federated Hermes International

Biography
Dr Christine Chow is the Global Technology Lead and the Head of Asia and Global Emerging Markets of EOS at Federated Hermes International. She has over 20 years of experience in investment management, research and consulting. Christine's PhD thesis on shareholder engagement for responsible investment was short-listed for a United Nations award in Sweden for industry relevance and academic excellence. Christine is an elected member of the Court at the London School of Economics (LSE) and a member of the School’s Investment Sub-Committee (since 2016). In January 2019, she was appointed a member of the Data Governance Task Force of the UK All Party Parliamentary Group on Artificial Intelligence. She was an adjunct finance professor at the Hong Kong University of Science and Technology (2014 – 2016), a visiting scholar at the University of St Andrews in Scotland (2012 – 2013) and a member of the Greater China Committee of the Hong Kong Retirement Funds Association (2014-2016). Christine is a graduate of the London School of Economics and the University of Melbourne. She completed an executive education course on financial engineering at Stanford University.

Statement of Motivation
I bring 22 years’ investment management experience, including 15 years focused on corporate governance and long-term value creation along with a deep knowledge of the Asian market to the board. My PhD on shareholder engagement was shortlisted for a United Nations Award for its practical relevance and academic excellence.

Since joining Hermes EOS, I have strived to promote good corporate governance (CG) and change market practice and companies in Asia. With a seat on the board, Hermes EOS could further leverage this experience, global network and market influence. Highlights include:

- Supporting the Hong Kong Stock Exchange in launching the first online director training programme sharing best practices in CG.
- 2018: Joining the Myanmar OECD CG advisory committee.
- 2019: Conducting the first full day CG and ESG training seminar for the Asset Management Association of China.
- Supporting public consultations including: ICGN Global Stewardship Code; Stewardship Principles for Institutional Investors in Taiwan, Japan’s Stewardship and CG Codes; Hong Kong CG code and ASX CG Council consultation.
- 2020: Participated in the private consultation on investor communication regulations of the Shanghai Stock Exchange and with a smaller group of investors (through the HK Investor Fund Association) discussion with the HKEX on CG code review.
Michael Herskovich, Head of Corporate Governance, BNP Paribas Asset Management, France (New member)

**Biography**
Michael has been Head of Corporate Governance within the Sustainability Centre since 2009. He is in charge of the implementation of the stewardship policy, which includes proxy voting, engagement with issuers and analysis of corporate governance. He also contributes to the development and implementation of the Global Sustainable Policy, Stewardship Policy, and is a key driver for the firm’s ESG research and rating.

His wider industry activity includes being a Chairman of the “Corporate Governance” committee at the French Association of Asset Managers (AFG) and member of the “Shareholder rights” committee at the International Corporate Governance Network (ICGN).

He is also member of the ESG Investor Director Working group (LeaderXXchange), member of the Responsible Investment committee at the French Association of Asset Managers (AFG), member of the Investment committee as Eumedion and member of the “Grand prix jury of the general meetings” in France for 2019.

Michael previously worked as a jurist between 2006 and 2008 and was in charge of proxy voting for the Fonds de Reserve des Retraites (French back-up pension fund) in Paris.

He graduated from the University of Paris XI (France) and has a master’s degree of Corporate and business law (2008).

**Statement of Motivation**
For the past twelve years I have developed expertise in ESG, Stewardship and engagement. As Head of Corporate Governance at BNP Paribas AM, I head a staff of four persons, and I am in charge of the development, implementation and review of our voting and stewardship policy.

I am playing an active role in a variety of organizations (Chair of the Corporate Governance Committee at the French Association of Asset Managers, Chair of the International Corporate Governance Committee of CII).

I have been deeply involved at the ICGN, being an active member of two committees (Shareholder Rights and GNIA), participating to different viewpoints, training courses and consultations including recently papers related to COVID.

The ICGN organization is at a crucial moment when it needs to reinvent itself and being less financially dependent to conferences. ICGN can play a more active role outside those events, through increase content on its website and more involvement in training. Stewardship activities are growing around the world and ICGN should play a central role in this movement.

I would be delighted to have the opportunity to bring my skills and ideas as member of the ICGN board and bringing a continental Europe vision and expertise.
George Iguchi, Chief Corporate Governance Officer, Senior General Manager, Nissay Asset Management Corporation, Japan

Biography

George joined Nissay Asset Management in 2000, becoming Head of Research in 2006 and promoted to his current position in 2012. He has played a leading role in restructuring the Japanese equity investment process over the past 15 years and succeeded in introducing a long-term research platform and integrating ESG into the investment process and he is responsible for the company’s Stewardship activities and analyst research across asset classes. George received his BA in Economics from the Osaka University and is a CFA charter holder.

George is a member of IFRS advisory council from 2019. He is also a member of various governmental councils: "Disclosure Working Group" and "Audit Committee of Business Accounting Council" at Financial Services Agency (FSA), "the Forum for Integrated Corporate Disclosure and ESG Dialogue Forum" and "Committee for setting criteria for Nadeshiko Brand Selection", which promotes gender diversity in companies within Ministry of Economy Trade and Industry (METI), etc. He is actively involved in the improvement of corporate reporting /accounting and is an active member of: the Annual Report Assessment Committee organized by the Nikkei newspaper and the Technical Committee in the Accounting Standards Board of Japan (ASBJ) etc.


Statement of motivation

I firmly believe that good corporate governance contributes to the sustainable growth of companies. Therefore, I have been actively involved in the improvement of corporate governance through active member of governmental committees, speeches at various conferences, and engagement with companies.

I have also strived to share knowledge and wisdom of ICGN in Japan for the improvement of corporate governance through various activities. I believe these efforts have led ICGN to more influential position in Japan as well. Actually, ICGN annual conference 2019 held in Tokyo, last July was great success, which was attended by both prominent overseas investors and Japanese investors, regulators and governance authorities. As a result, many big Japanese investors have joined ICGN after the conference, which could increase the chances of exchanging views between overseas and Japanese investors.

I would be grateful to be considered as a governor of the ICGN again. I believe this position will assist my continued efforts aimed at the improvement of corporate governance and accelerate governance reform in Japan.
Henry Jones, President, CalPERS Board of Administration, USA (New Member)

Biography
Henry Jones is serving his fourth term on the CalPERS Board of Administration and his second one-year term as president. Prior to being elected president, he served three years as vice president of the board. He retired in 1998 from the Los Angeles Unified School District (LAUSD) — the second largest in the nation. As chief financial officer, he oversaw LAUSD’s $7 billion annual budget. He also headed their Annuity Reserve Fund Board overseeing the pension fund for 7,000 schoolteachers and administrators. Henry currently serves as a personnel commissioner for the Los Angeles Community College District. He is a member of the governing board of the Robert Toigo Foundation, a nonprofit organization that encourages minorities and women to pursue careers in finance. He also serves on the board of the Pacific Pension & Investment Institute, an educational organization that assists pension funds, corporations, financial institutions, and endowments worldwide with their fiduciary responsibilities, particularly in Asia and the Pacific region.

Previously, Henry represented CalPERS on the Advisory Council of California All, a nonprofit organization focused on closing the achievement gap from preschool to professional careers in law, financial services, and technology. He has served on the board of directors for Community Partners, a nonprofit organization that works with social entrepreneurs, grant makers, and civic leaders to design solutions, foster, launch, and sustain initiatives for change. In addition, he was the state finance chair for the Association of California Schools Administrators; treasurer for the National Council of Institutional Investors; chairman of the Los Angeles Schools Federal Credit Union; business development executive for IBM Business Consulting Services; and principal consultant for PricewaterhouseCoopers. Henry also served as an adjunct professor at California State University, Los Angeles.

He has a bachelor's degree in business administration and finance from California State University, Los Angeles.

Statement of Motivation
I believe that my unique skill set, and perspectives would allow me to represent the interest of ICGN and its members. I bring extensive experience and background by having served on the CalPERS Board since 2008 and have served as Chairs of Board Governance, Finance and Administration, and Investment Committees. In January 2019, I was elected Board President and was re-elected as President in January 2020. Other Board services include specific Pension Investment Institute, Annuity Reserve Fund Board, and the National Council of Institutional Investors (CII) which has provided me with an international perspective of Board’s obligations and commitments to serve its organization and its members.

As Adjunct professor at California State University-Los Angeles, I taught classes in School Finance as part of the master’s program. To demonstrate my commitment to those I serve, I continue to work with the President and the Dean of College of Business and Economics to serve in programs that benefit students.

I have been active in ICGN conferences for the last 10 years. I was responsible for CalPERS and CalSTRS hosting the ICGN conference in the United States several years ago.

Over the years I also spoke at a number of Public Funds Forum to advocate and discuss initiatives and programs to benefit stakeholders.
Claudia Kruse, Managing Director Global Responsible Investment & Governance, APG Asset Management, Netherlands

Biography
Claudia Kruse joined APG in 2009 and is Managing Director Global Responsible Investment & Governance at APG Asset Management with a global team of 20. She is part of the management team of the global investment function and reports into the Board. APG manages pension assets of ca 515 billion euro (April 2020). From 2000 until 2009 she worked in London in responsible investing & governance on both the sell-side (JP Morgan Securities) and the buy-side (F&C now BMO). She has published on topics such as the governance of sustainability and the integration of sustainability within executive remuneration among other. Most recently, in July 2020, APG together with PGGM, Australian Super and BCI launched the Asset Owner Platform, setting a global standard for investing into the Sustainable Development Goals.

Claudia has been appointed to the German Corporate Governance Code Commission (2016) and was a member of the EU High level Expert Group on Sustainable Finance (2017). She served on the Board of Eumedion (2011-2017), the Dutch Corporate Governance Investor Organisation. She has lived and worked in Germany, China, the United Kingdom and now the Netherlands. In 2016 she won the Next Generation CIO award by AiCIO and was recognised in 2008 by the Ira Millstein Centre for Governance now at Columbia.

Statement of motivation
I would like to stand for the Board of Governors at this crucial moment in time in order to help ICGN navigate through this challenging period of time which requires a strategic repositioning. As a member of the Audit & Finance Committee I have been closely involved in the ongoing review of the financial situation and options. ICGN is uniquely placed with its global membership in order to influence policy and setting standards for good governance, and I would like to continue to provide my personal and professional commitment to ICGN. In my view, the recent initiatives, such as the focus on the ESG Course, the series of digital seminars, membership fee review, etc, are all steps in the right direction which we need to build upon. With my prior non-profit board experience and my extensive background in governance & responsible investing, I believe I can play a useful role in the further development of ICGN’s position.

As a global long-term responsible investor and fiduciary manager for pension funds, APG has a long-term outlook which is aligned with ICGN’s perspective. I have been strongly committed to the ICGN ever since becoming member in 2002, served as the Chair of the ICGN Integrated Business Reporting Committee from 2010 to 2016 and have been a board member since 2016 and on the Audit & Finance Committee since 2019. Moreover, I’ve been part of the ESG Integration Programme Course Teaching Faculty and have spoken at various ICGN events throughout the years and served on various ICGN Events Planning Committees.
Dan Konigsburg, Senior Managing Director, Corporate Governance and Public Policy, Deloitte Touche Tohmatsu Ltd

Biography
Dan Konigsburg is senior managing director of corporate governance and public policy for Deloitte Touche Tohmatsu Limited, leads Deloitte’s Global Center for Corporate Governance, and is based in New York. The Global Center works with client boards of directors to increase their effectiveness across a wide array of measures and through a variety of assessment and evaluative tools. More broadly, the Global Center promotes dialogue in the critical area of corporate governance through a network of local governance centers across 62 countries. The Global Center coordinates thought leadership on governance issues developed by Deloitte member firms to advance thinking on corporate governance issues around the world. Dan also leads efforts to improve the governance of Deloitte’s own member firms around the world, marking his focus on the governance of private companies, and private partnerships.

Additionally, as a leader of Deloitte’s public policy engagement, Dan works with teams in Washington, D.C., London and Brussels seeking to deepen Deloitte’s engagement with government officials, policy-makers, and non-government organizations on key policy questions relating to corporate governance and investment. Dan leads Deloitte’s engagement with institutional investors globally and is a strong advocate for policy changes to increase the proportion of women and under-represented groups on corporate boards.

Prior to joining Deloitte, Dan served as Director of Corporate Governance at Standard & Poor’s in London and then New York. Over a period of eight years at S&P, Dan was responsible for the development and application of services to evaluate the corporate governance practices of rated companies as well as the integration of governance analytics into credit ratings.

Dan serves as Chairman of the OECD’s Business Advisory (BIAC) Committee on Corporate Governance in Paris and serves as a director on the board of the U.S. Council for International Business (USCIB). Dan holds a B.A. in Russian and East European Studies from Yale University.

Statement of Motivation
Having been an engaged member of ICGN for nearly 20 years, I firmly support its mission and want to help drive its further growth, making it even stronger in the months and years to come. I believe ICGN should be the voice of corporate governance—at once both more inclusive and willing to take risks in how it communicates its vision. At a time of increased competition and specialization, where barriers to entry for networking have all but disappeared, I see new potential in ICGN. To me, the future of our organization depends on remaining relevant and advocating for the right things.

I work with boards and investors across the Americas, Europe and Asia, in my role as Global Leader of Deloitte’s Governance Center and believe I offer a uniquely global perspective to ICGN. Moreover, I know how good boards work— I understand that they perform best when they reflect diverse perspectives from directors whose views are informed by different backgrounds and business experiences. I am honoured to serve on the Board of Governors and will work hard to pursue consensus in the best interests of our organization.
Robert Lewenson, Head of ESG Engagement, Old Mutual Investment Group, South Africa (New Member)

Biography
Robert joined the Old Mutual Investment Group Responsible Investment team in October 2014, as a Governance and Engagement Manager. He is responsible for proxy voting and engagement, representing Old Mutual Investment Group on various industry bodies and championing responsible investment for the OM group. Robert's legal and corporate governance background enables him to bring his knowledge of law and negotiation skills to the fore in promoting clients' interests. Prior to joining the Responsible Investment team, he was a legal advisor at Old Mutual Investment Group for seven years. Robert has fourteen years of work experience in the legal profession and asset management industry. He holds a BBusSci LLB (UCT) and is an Attorney of the High Court.

Statement of motivation
My firm view is that the ICGN is at an exciting moment in its illustrious 25-year history in terms of reaffirming its brand and educational value, inclusive membership and commitment to driving change in investment practises to support stewardship. As a standing member of the Shareholder Responsibilities Committee and a long term supporter of the ICGN in its global work program to elevate stewardship practices, I would be honoured to contribute my experience in stewardship across our local market and the African continent to the ICGN Board and help shape a sustainable future for the organisation.
Paul Schneider, Head of Corporate Governance, Ontario Teachers’ Pension Plan, Canada

**Biography**
As Head of Corporate Governance, Public Equities, Paul leads Ontario Teachers’ global corporate governance initiative, responsible for the development and application of the Fund’s proxy voting approach, the execution of its corporate engagement program, and the interaction with regulatory bodies across markets to promote regulation that appropriately considers the interests of shareholders. Paul began his governance career in 2003 when he joined the newly formed Canadian Coalition for Good Governance as Director of Research. From 2003 to 2009 Paul helped establish CCGG as an important and influential voice in Canadian corporate governance. During his tenure at CCGG, Paul contributed to the development of CCGG’s policies and guidelines on a wide range of governance-related issues including corporate governance practices, executive compensation, and disclosure. In 2010, Paul joined Ontario Teachers’ where he assumed responsibility for the corporate governance within its public companies’ portfolios.

Paul is a member of the Investor Group of the 30% Club Canada, the Harvard Institutional Investor Forum Advisory Board, the CCGG Public Policy Committee, the Asian Corporate Governance Association Investor Advisory Group and its India and China Working Groups, as well as the Toronto Stock Exchange Listing Advisory Committee. Since 2013 he has been a judge for the Governance Professionals of Canada Excellence in Governance Awards. He is a frequent speaker on corporate governance issues at events around the globe.

Paul received his MBA from the Rotman School of Management, University of Toronto (with distinction) and holds the ICD.D designation from the Institute of Corporate Directors.

**Statement of motivation**
I wish to continue as a member of the ICGN Board of Governors because I believe I can contribute to ICGN successfully delivering on its mission to promote effective corporate governance and investor stewardship in pursuit of efficient markets and sustainable economies. My global perspective, experiences and knowledge acquired over my 15 plus years in the governance space will be invaluable in assisting ICGN in developing and executing its work programme and continuing to be an important and respected voice in corporate governance. I also have deep ties to the Canadian market and can help ICGN grow its footprint in Canada.

Since joining ICGN in 2010, I have been involved in and supported the organization’s work programme. I have participated on three Annual Conference Planning Committees (2010, 2015, and 2020), spoke at a number of ICGN events, provided feedback to ICGN on proposed policies and guidelines through the request for comments process (on behalf of Ontario Teachers’) and regularly attend annual and mid-year conferences.

During my tenure on the ICGN Board of Governors, I currently am a member the Audit and Finance Committee and chair the Planning Committee for the Toronto ICGN Annual Conference. In addition, I have served on the Strategy Committee and as board liaison to the Shareholder Rights Committee.

These are exciting and challenging times for corporate governance. While much has been accomplished, the work is nowhere near done. I believe ICGN is well positioned to play a central role in driving positive corporate governance change and am privileged to be able to work on behalf of ICGN members to help guide the organization in delivering on its mission.
Susanne Stormer, Vice President of Corporate Sustainability, Novo Nordisk, Denmark (New Member)

Biography
Susanne is the Chief Sustainability Advisor and Vice President at the Danish-based pharmaceutical company, Novo Nordisk. In this capacity she sets direction for Novo Nordisk to be a leader with high and forward-looking standards for driving a sustainable business and documenting progress. This role involves external representation and stakeholder engagement on current and emerging sustainability issues, trendspotting and insights, strategic advice to the executive management team and support in embedding an ambitious sustainability agenda across the broader organisation.

Susanne joined the Novo Group in 2000 to ingrain responsible business practices across the organization as the lens for decision-making and a strong component of the corporate culture. Among her achievements are the successful integration of the company’s financial and sustainability reporting. Before that, she worked as a strategy and communications consultant in the field of environmental and sustainability issues management for more than a decade.

She is also member of the Board of the Access to Nutrition Foundation, member of the Board of the UN Global Compact Network in Denmark and member of the Board of the Danish Academy for Social Innovation; member of the International Integrated Reporting Council and the Future Fit Foundation’s Development Council; adjunct professor of Corporate Sustainability at the Copenhagen Business School and a visiting professor at UC Berkeley-Haas School of Business.

Statement of motivation
It would be a privilege to serve on the ICGN Board. My motivation to step forward was inspired by my participation on the jury of the Global Stewardship Awards and the collaboration with the IIRC. I have only participated in a few in-person events but am impressed by the quality of the presentations on stage as well as the style of engagement which makes newcomers like me feel welcomed and heard.

I have been professionally engaged in the work that ICGN promotes for nearly two decades; in my current role I am the point person for investor engagement on ESG matters – in close collaboration with Investor Relations – and represent Novo Nordisk on advisory boards in external organisations to drive higher standards in corporate accountability and good governance. I firmly believe that investors and companies have a shared imperative to advance sustainable development through their practices. Still, without influencing, exemplary actions and bold leadership, it will be a longer way to go.

I believe I can make a contribution to shape and push the agenda, and my ambition as a member of the ICGN Board is to challenge and inspire members and help make its voice heard.
Robert Walker, LVC Strategies, Canada

Biography
Robert (Bob) Walker has served on the ICGN board for 5 years and as its chair since July 2019. He currently serves as a Strategic Consultant at Millani, an advisory service for clients seeking to integrate material environmental, social and governance (ESG) issues into their investment and business strategies. He is former Executive Director of the Responsible Investment Association in Canada.

Between 1999 and 2019, Bob led the development and implementation of Canada's leading Sustainable Investing Program at NEI Investments, the Canadian credit union system's investment management company. In this role, Bob led a team of 10 professionals implementing a set of activities designed to enhance risk-adjusted returns to investors and contribute to the creation of long-term sustainable value for all stakeholders. Under Robert's leadership, NEI has been at the Canadian forefront of working through industry associations and other standards-setting organizations to advance robust ESG practices in Canada and globally. Under the governance category specifically, NEI provided more than a dozen submissions, beginning in 2004, to the Securities and Exchange Commission, the Canadian Securities Administrators, the Toronto Stock Exchange, Government of Canada, the Canadian Coalition for Good Governance (CCGG) and ICGN. The Sustainable Investing Program at NEI won several awards in Canada and Bob has been recognized for his personal service to sustainable investing by industry associations in both Canada and the United States.

In addition, Bob is chair of the Nominations and Governance Committee at the International Institute for Sustainable Development (IISD) a top 10 global environmental think-tank. He is a past fellow of the National Association of Corporate Directors (NACD). He is a member of Institute of Corporate Directors in Canada and holds the ICD.D designation having completed the Director Education Program in March 2020. He has also joined the advisory board of a start-up agricultural products company. Bob has recently been appointed to the board of a start-up environment and human health company based in Helsinki. Bob speaks widely on the responsibility of investment institutions to advance best governance practices and has participated in several United Nations, Government of Canada and multi-stakeholder initiatives in support of enhanced ESG performance among publicly traded corporations.

Statement of motivation
High performance governance and stewardship standards -- and broad consensus on those standards -- are necessary conditions for building companies and investment institutions capable of driving sustainable economic growth while providing a rate of return to stakeholders. I see the ICGN as the world’s foremost organization working to establish those standards and achieve that consensus. ICGN draws its strength from its membership and we are actively seeking to build on this foundation to emerge from the Covid-19 pandemic more agile, more powerful and as a major force contributing to a "build back better" agenda in the context of advancing our core mission.

In putting forward my name for the board, I am hopeful that I can bring to ICGN the skills I have developed in building a membership-based responsible investment industry association, in assembling Canada’s largest sustainable investment team and in helping NEI to achieve commercial success as Canada’s largest responsible mutual fund company. Throughout my career I have worked to raise governance standards through direct engagement with public companies and by working with government agencies and industry associations. I believe I have a skill set that will continue to serve the ICGN and its members well as the organization pursues its mission during this crisis and in a post-pandemic environment.