



ICGN

International Corporate Governance Network

Minutes of the ICGN 2018 Annual General Meeting Held on 25 June 2018 from 15.45, at the UniCredit Pavilion, Milan, Italy

Present

Board Members

Michael McCauley	State Board of Administration of Florida, USA (Chair)
Anne Molyneux	CS International, Switzerland (Vice-Chair)
Melsa Ararat	Sabanci University, School of Management, Turkey
Ian Burger	Newton Investment Management (UK)
David Couldridge	Investec Asset Management, South Africa
Dana Hollinger	Calpers, USA
George Iguchi	Nissay Asset Management Corporation, Japan
Anne-Marie Jourdan	Fonds de Reserve Pour Les Retraites, France
Claudia Kruse	APG Asset Management, Netherlands
Paul Schneider	Ontario Teachers' Pension Fund (Canada)
Geof Stapledon	BHP Billiton, UK
Robert Walker	NEI Investments, Canada

Executive

Kerrie Waring	ICGN, Chief Executive Officer (CEO), UK
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Secretary

Loren Wulfsohn	HSBC Bank plc
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Membership

68 ICGN Members in person and 12 by proxy.

The Chair called the Annual General Meeting ("AGM" to order at 15.45 hours and advised that only ICGN members may vote and raise items from the floor.

He welcomed all members to the meeting. He noted his thanks to the Board for their support in his first year as Chair and extended his gratitude to Chief Executive, Kerrie Waring and the ICGN Secretariat for their dedication and commitment to the organisation.

Item 1: Minutes

The minutes of the 2017 ICGN AGM were received by the meeting.

There were no questions from the floor.

In favour: 100%, Against: 0% (no members withheld their vote)

Item 2: Annual Review

The Chair referred Members to the Annual Review.

The CEO noted her thanks to Assogestioni for hosting the 2018 ICGN Annual Conference and to all sponsors, partners, speakers and participants.

She commented on the Annual Review noting progress against key strategic goals namely:

- **Safeguarding ICGN's long term sustainability:** she noted the growth of financial reserves through growing the conference portfolio and ensuring stable membership levels. She noted challenges remain around how to upscale the impact of ICGN's policy work, accelerate membership recruitment and diversify sources of income. This will be achieved with the appointment of new posts to support strategic developments. This will require some investment, part of which will be sourced from membership fees which will increase by 10% across all bands from January.
- **Building the strength and breadth of ICGN membership:** she noted strong membership numbers with lower than expected attrition and recruitment on track. The non-investor-for-profit members supported the fee change last year which will align with the investor rate by 2020 and ICGN reached a milestone this month by exceeding 700 individual members.
- **Raising ICGN visibility through enhanced communication:** she noted media coverage in 16 markets over the past 12 months, coupled with increased followers on social media platforms including LinkedIn and Twitter.
- **Encouraging high standards of professionalism:** she noted training courses aimed to support high standards of corporate governance and investor stewardship as well as Academic days to bridge research with market practice.
- **Organising high quality events:** conferences were being held more regularly in diverse locations increasing the ICGN's connectivity. This includes Amsterdam, Tokyo, Miami and London next year. She also noted the Global Stewardship Codes Network and the Global Network of Investor Associations, both of which were established and continue to be supported by ICGN.
- **Influencing public policy:** ICGN is regarded as a primary source of global investor opinion on governance and stewardship and submitted over two dozen comment letters to regulators and standard setters last year. Key initiatives included helping to improve governance and stewardship standards in Japan; inviting ICGN members to endorse ICGN's Global Stewardship principles; publishing stewardship codes around the world on ICGN's website; and launching the ICGN Global Stewardship Awards in December in London.

In conclusion she expressed her gratitude to the ICGN Team, ICGN Board, ICGN Committees and ICGN Membership for their continued support in developing ICGN's work programme successfully around the world.

There were no questions from the floor.

The 2017 ICGN Annual Review was received by the meeting.

In favour: 97.14%, Against: 2.86% (1 member withheld their vote)

Finance and Audit

Item 3: ICGN Financial Statements

Bob Walker, Chair of the Finance Committee, introduced the agenda item. He placed on record his thanks to his fellow committee members for their work during the past year.

He commented on the current status of the financial affairs which was positive with reserves having increased during the year and less reliance now being placed on conference income. He noted the need to reinvest in the secretariat to ensure it remained appropriately resourced, particularly in view of future strategic priorities.

The Finance Committee had reviewed the ICGN Risk Register and items of relevance included succession planning for the Chief Executive.

There being no questions from the floor, the resolution was put to the vote.

IT WAS RESOLVED THAT the financial statements for the year ended 31 December 2017 be approved.

In favour: 98.57%, Against: 1.43% (2 members withheld their votes)

Item 4: Re-appointment of auditors

Bob Walker commented that Grant Thornton, initially appointed in 2010, had been re-appointed since that time. The conduct of the audit had been satisfactory and the Finance Committee therefore proposed the re-appointment of Grant Thornton as ICGN's Auditors for the year ahead.

There being no questions from the floor, the resolution was put to the vote.

IT WAS RESOLVED THAT Messrs. Grant Thornton LLP, the retiring Auditors be, and are hereby, re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and that the Finance Committee shall determine their level of remuneration.

In favour: 97.22%, Against: 2.78% (no members withheld their vote)

Policy

Item 5: ICGN Guidance on Fiduciary Duty for Institutional Investors

George Dallas, ICGN Policy Director, thanked the Policy Committee Chairs for the important work they undertook on behalf of the ICGN. He noted the process followed and consultation undertaken in relation to the proposed guidance document.

Niels Lemmers, Co-chair of the Shareholder Responsibilities Committee, introduced the proposed ICGN Guidance on Fiduciary Duty for Investors,

There being no questions from the floor, the resolution was put to the vote.

IT WAS RESOLVED THAT the ICGN Guidance on Fiduciary Duty for Investors is approved.

In favour: 97.22%, Against: 2.78% (3 members withheld their vote)

Item 6 Articles of Association – Article 12.4

Simon Osborn, Chairman of the By-Laws and Procedures Committee introduced the special resolution to amend the Articles of Association to enable implementation of the Succession and Nomination Principles (“the principles”). Comments made by members at the previous AGM had been taken into account in finalising the current proposal that had been circulated for members’ consideration.

The principles necessitated amendments to Articles 12.1 and 12.2 to allow two serving Board members to be members of the Nomination Committee. The purpose for the amendment, as articulated in the note to members, was to create greater efficiencies in the working relationship between the Board and the Nomination Committee by ensuring that the Committee’s deliberations were better aligned to strategy.

In response to a concern raised by Leo Goldschmidt in relation to clarification of the wording in respect of the quorum requirements, it was noted that a special resolution could not be amended at the meeting. The proposed by-laws would clarify the quorum requirements for the Nomination Committee.

There being no further questions, the resolution was put to the vote.

IT WAS RESOLVED THAT Article 12 of the Articles of Association be replaced with the following Article 12:

12. Nomination Committee

Annual Appointment of Members

12.1 The Governors shall propose a Nomination Committee for approval, and individual election, by members each year for the purpose of identifying candidates who are willing and able to contribute to the governance of ICGN as Governors. None of those proposed for election by members to the Nomination Committee shall already be Governors. In addition, the board shall annually appoint two Governors to serve on the Nomination Committee as non-voting members.

Number and term of appointment

12.2 The Nomination Committee shall consist of not less than five and no more than seven members in good standing. This number includes the two governors appointed by the Board.

Quorum

12.3 The quorum for a meeting of the Nomination Committee shall be four members of whom at least three shall not be a Governor.

Terms of reference

12.4 The Nomination Committee shall draw up its own terms of reference for approval by the board. The terms of reference shall provide, inter alia, that:

- *None of the members of the Nomination Committee who is not a Governor may be put forward as a candidate for election to the board; and*

- *A Governor shall not participate in any discussion by the Nomination Committee about any proposal for their re-election as a Governor.*

Qualification of Committee members

12.5 Subject to the provisions in this article, the requirements on tenure, qualification and disqualification of Governors as set out in Articles 11.3, 11.5 and 11.6 shall apply equally to members of the Nomination Committee.

Call for nominations

12.6 The Nomination Committee shall each year, allowing sufficient time for consideration and response, notify each member of a call for nominations to the Governors for decision at the Annual General Meeting, and in any event no later than four months before the date of the Annual General Meeting. The call for nominations shall include the form in which nominations should be made and require the disclosure by the candidate of any actual or potential conflicts of interest that could arise from his/her appointment as a Governor. A nomination to be valid must be delivered; including electronic delivery, in writing authenticated by the member, and include support of three members in good standing who are not members of the Nomination Committee. The Nomination Committee may seek further information from candidates at their discretion.

Committee to make recommendations

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

Annual General Meeting agenda content - election of Governors

12.8 The item on the agenda of the Annual General Meeting for the election of Governors shall include the name, and a statement from new candidates and a statement from candidates seeking re-election of what they have contributed during the year. Board attendance will also be reported. Each candidate shall be the subject to a separate vote.

In favour: 90.54%, Against: 9.46% (4 members withheld their votes)

Item 7: Board Nomination Committee appointment

The Chair introduced the item. There were no questions from the floor.

Resolutions to re-elect/elect members of the Nomination Committee for 2017/8 were approved individually as follows:

	<i>Nomination Committee Member</i>	<i>For %</i>	<i>Against %</i>	<i>Number of members: vote withheld</i>
7.1	Frank Curtiss	98.65	1.35	2
7.2	Carol Hansell	98.70	1.30	0
7.3	Marcel Jeucken	92.96	7.04	2
7.4	Yoshika Takayama	100.00	0	1

Item 8: Board Governor elections / re-elections

Biographical details of members standing for re-election had been circulated.

There were no questions from the floor.

Resolutions to re-elect members of the Board of Governors for 2017/8 were approved individually as follows:

	Governor	For %	Against %	Number of members: vote withheld
8.1	Melsa Ararat	97.22	2.78	2
8.2	Ian Burger	96.05	3.95	1
8.3	David Couldridge	98.65	1.35	1
8.4	Dana Hollinger	91.43	8.57	4
8.5	George Iguchi	93.24	6.76	0
8.6	Anne-Marie Jourdan	97.26	2.74	2
8.7	Claudia Kruse	89.33	10.67	2
8.8	Michael McCauley	92.00	8.00	0
8.9	Anne Molyneux	94.52	5.48	3
8.10	Paul Schneider	96.10	3.90	0
8.11	Geof Stapledon	92.11	7.89	0
8.12	Robert Walker	97.30	2.70	2

9. Any Other Business

There being no other business, the Chair declared the meeting closed at 18h15.