2020-21 ICGN Board of Governors
Call for Nominations

On behalf of the ICGN Nomination Committee, I invite all Members to put forward nominations for the 2020-2021 ICGN Board of Governors. The election of the Board will take place at the Annual General Meeting being held at the Royal York Hotel in Toronto on June 8, 2020. **Nominations should be received by the ICGN Secretariat by April 15, 2020.**

The ICGN Nomination Committee is elected by the Members. It is our responsibility to propose to the Members, 12 candidates for election to the Board of Governors at the upcoming AGM. In doing so, we consider geographic, professional and gender diversity, the long term strategic direction of the ICGN as well the importance to the ICGN of leadership from the investment community. In addition, we work closely with the Board of Governors to determine the skills and experience that would most helpful to the work of the Board.

Taking all of these considerations into account we ask Members to help us to identify candidates who would bring two particular perspectives to the work of the Board. We are looking in particular for candidates who would represent the perspective of the corporate sector and for candidates that come from the worlds of asset owners or asset managers. Within those categories, we would like to add U.S. representation and women. An understanding of membership based organizations would also be helpful. All nominations are of course welcome.

For candidates to become eligible, their nomination must be supported by three ICGN members. Nominations should be made on the following appended forms sent to Garvin Payne by email at garvin.payne@icgn.org.

- **Form 1:** This should be completed by the candidate putting himself/herself forward and should include a biography and a motivation statement.
- **Form 2:** This should be submitted each of the three ICGN members supporting the nomination.

If Nomination Committee does not recommend a candidate for a seat on the Board, his/her name will not be disclosed outside the Nomination Committee and current Board unless he/she specifically requests from the outset that his/her candidacy be put to the AGM anyway. The candidate would then require the support of 25 members present at the meeting in order for their nomination to move forward.

Current members of the ICGN Board of Governors are shown in annex 1. Mr. Couldridge, Ms. Jourdan and Ms. Molynex have served the maximum allowable period and will therefore retire from the Board at the end of the upcoming AGM. All of the other incumbent Board members are expected to stand for re-election.

ICGN members who are ineligible for election to the Board by virtue of prior service are shown in annex 2. We have also provided a list of members of the Nomination Committee in annex 3. Further information is provided as excerpts from the ICGN Articles of Association and Board Charter in annex 4 for your convenience.
Please contact me or any other member of the ICGN Nomination Committee directly to discuss Board nominations. We look forward to receiving your recommendations.

Yours sincerely,
Carol Hansell,
Chair, ICGN Nomination Committee
Form 1: Candidate Form for the ICGN Board of Governors

This form should be completed by the candidate being put forward for consideration to stand for the election to the ICGN Board of Governors. Please submit this form to Garvin Payne by 15th April 2020.

1. Candidate Details

Please append your recent biography or curriculum vitae/resume and complete the following information:

Name:
Position:
Organisation:
Business Address:
Tel:
Email:

2. Supporter Details

Your candidacy must be supported by three ICGN Members. Please confirm the name of the individuals that are supporting your nomination.

First Supporter
Name:
Organisation:

Second Supporter
Name:
Organisation:

Third Supporter
Name:
Organisation:

3. Statement of motivation

Please describe why you wish to join the ICGN Board and how you have been involved in the ICGN work programme over previous years in no more than 200 words.
4. Conflicts of interests

Please disclose of any actual or potential conflicts of interest that could arise from your appointment to the Board.

5. Declaration

I confirm that I am a fully paid up member of the ICGN. I have agreed to my name being put forward to the Nomination Committee and am prepared to serve as a Governor in 2020/21.

I confirm that I am aware that, if the Nomination Committee does not recommend my candidacy for a seat on the Board, my name will not be disclosed outside the Nomination Committee and the current Board unless I specifically request from the outset that my candidacy be put to the Annual General Meeting anyway.

Print name……………………………………………………………….

Signature ……………………………………………………………

Date …………………………………………………………………
Form 2: Supporter Form for the ICGN Board of Governors

This form should be completed by the supporter of the candidate being put forward for consideration to stand for the election to the ICGN Board of Governors. Please submit this form to Garvin Payne by 15th April 2020.

1. Supporter details

Please complete the following information:

Name:
Position:
Organisation:
Business Address:
Tel:
Email:

2. Candidate details

Please confirm the name of the individual that you are supporting.

Name:
Position:
Organisation:

3. Statement of reason

Please provide your reasons for supporting the candidate.

4. Conflicts of interests

Please disclose of any actual or potential conflicts of interest that could arise from your nomination of the candidate to the ICGN Board.

5. Declaration

I confirm that I am a fully paid up member of the ICGN. I confirm that the candidate that I have nominated has agreed to his/her name being put forward to the Nomination Committee and is prepared to serve as a Board Governor in 2020/21.
I have noted that, if the Nomination Committee does not recommend the candidate for a seat on the Board, his/her name and details will not be disclosed outside the Nomination Committee and the current Board unless he/she specifically requests from the outset that his/her candidacy be put to the Annual General Meeting anyway.

Print name..............................................................................................................

Signature ................................................................................................................

Date ........................................................................................................................
Annex 1: Composition of the ICGN Board of Governors

Under current rules, Board members may be elected for a maximum of six consecutive terms in accordance with the Articles of Association (Articles). The ICGN’s Articles also stipulate that the Board ‘shall be a minimum of seven and a maximum of 12 Governors’.

Board vacancies arise when Governors wish to stand down or where their maximum tenure has come to an end. The ICGN Nomination Committee informs the ICGN membership of any Board vacancies with a view to enable new Board members to be nominated in advance of the Annual General Meeting (AGM) at which the new Board of Governors for the year ahead is recommended for election to the ICGN membership.

Incumbent board members eligible for re-election are as follows:

<table>
<thead>
<tr>
<th>Name</th>
<th>Company</th>
<th>Region</th>
<th>Gender</th>
<th>Type</th>
<th>Elected (6 years max tenure)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Melsa Ararat</td>
<td>Sabanci University</td>
<td>Europe/Turkey</td>
<td>F</td>
<td>Academia</td>
<td>2015</td>
</tr>
<tr>
<td>Ian Burger</td>
<td>Newton Investment Management</td>
<td>Europe/UK</td>
<td>M</td>
<td>Asset Manager</td>
<td>2017</td>
</tr>
<tr>
<td>Michael Cho</td>
<td>Korea Corporate Governance Service</td>
<td>Asia (South Korea)</td>
<td>M</td>
<td>Academia/Corporate</td>
<td>2019</td>
</tr>
<tr>
<td>Christine Chow</td>
<td>Hermes Investment Management</td>
<td>Europe/Asia</td>
<td>F</td>
<td>Asset Manager</td>
<td>2019</td>
</tr>
<tr>
<td>David Couldridge</td>
<td>Investec</td>
<td>Africa/South Africa</td>
<td>M</td>
<td>Asset Manager</td>
<td>2014</td>
</tr>
<tr>
<td>George Iguchi</td>
<td>Nissay Asset Management</td>
<td>Asia/Japan</td>
<td>M</td>
<td>Asset Manager</td>
<td>2015</td>
</tr>
<tr>
<td>Anne-Marie Jourdan</td>
<td>FRR</td>
<td>Europe/France</td>
<td>F</td>
<td>Asset Owner</td>
<td>2014</td>
</tr>
<tr>
<td>Dan Konigsburg</td>
<td>Deloitte Touche Tohmaslu Limited</td>
<td>Americas/United States</td>
<td>M</td>
<td>Audit/Advisory</td>
<td>2019</td>
</tr>
<tr>
<td>Claudia Kruse</td>
<td>APG</td>
<td>Europe/Netherlands</td>
<td>F</td>
<td>Asset Manager</td>
<td>2016</td>
</tr>
<tr>
<td>Anne Molyneux</td>
<td>CS International</td>
<td>Europe/Switzerland</td>
<td>F</td>
<td>Advisor</td>
<td>2014</td>
</tr>
<tr>
<td>Paul Schneider</td>
<td>Ontario Teachers’ Pension plan</td>
<td>Americas/Canada</td>
<td>M</td>
<td>Asset Owner</td>
<td>2017</td>
</tr>
<tr>
<td>Bob Walker</td>
<td>LVC Strategies</td>
<td>Americas/Canada</td>
<td>M</td>
<td>Asset Owner</td>
<td>2015</td>
</tr>
</tbody>
</table>

Annex 2: Ineligible candidates for 2020-21 Board of Governors

According to Article 11.3, a member of the Board is ineligible for nomination and election to the Board upon service of six consecutive terms, until a further three-year period has passed in which the member has remained in good standing. Therefore, a list of ineligible members is as follows:

<table>
<thead>
<tr>
<th>Former Board Governor</th>
<th>Date retired</th>
</tr>
</thead>
<tbody>
<tr>
<td>David Couldridge, South Africa</td>
<td>2020</td>
</tr>
<tr>
<td>Anne-Marie Jourdan, France</td>
<td>2020</td>
</tr>
<tr>
<td>Anne Molyneux, Australia</td>
<td>2020</td>
</tr>
</tbody>
</table>
Annex 3: Composition of the ICGN Nomination Committee

The ICGN Nomination Committee is constituted in accordance to Article 12 of the ICGN Articles of Association. The ICGN Board of Governors recommends the composition of the Committee for approval by ICGN members on an annual basis.

Incumbent committee members are as follows:

<table>
<thead>
<tr>
<th>Name</th>
<th>Nationality</th>
<th>Organisation</th>
<th>Election</th>
</tr>
</thead>
<tbody>
<tr>
<td>Richard Bennett</td>
<td>American</td>
<td>ValueEdge Advisors LLC</td>
<td>2019</td>
</tr>
<tr>
<td>Carol Hansell (Chair)</td>
<td>Canadian</td>
<td>Hansell McLaughlin</td>
<td>2016</td>
</tr>
<tr>
<td>Geof Stapledon</td>
<td>Australian</td>
<td>BHP</td>
<td>2019</td>
</tr>
<tr>
<td>Carola Van Lamoen</td>
<td>Netherlands</td>
<td>Robeco Institutional Asset Management BV</td>
<td>2019</td>
</tr>
</tbody>
</table>

Ex Officio Members

<table>
<thead>
<tr>
<th>Name</th>
<th>Nationality</th>
<th>Organisation</th>
<th>Election</th>
</tr>
</thead>
<tbody>
<tr>
<td>Robert Walker</td>
<td>Canadian</td>
<td>Independent</td>
<td>2019</td>
</tr>
<tr>
<td>Anne Molyneux</td>
<td>Australian British</td>
<td>CS International</td>
<td>2016</td>
</tr>
</tbody>
</table>

Annex 4: Information relevant to Board Nomination Procedures

Articles of Association: Article 9.5

Annual General Meeting – additional nominations of Governors

9.5 In exceptional circumstances additional nominations for candidates to serve as Governors may be added at the Annual General Meeting provided any such candidate(s) has the support of 25 members present at the meeting and provides a statement containing the reasons why the nomination(s) could not have been put forward through the procedure set out in Article 12.

Articles of Association: Article 11: Governors

Number of Governors

11.1 There shall be a minimum of seven and a maximum of 12 Governors.

Appointment

11.2 Governors shall be members of ICGN elected by the members of ICGN at the Annual General Meeting, by an ordinary resolution, or co-opted by the Board under Article 11.4.

Term of appointment
11.3 Members of the Board shall hold office for a term commencing at the end of the Annual General Meeting at which they are elected, and terminating at the end of the following Annual General Meeting. Members may be elected for a maximum of six consecutive terms. A member of the Board is ineligible for nomination and election to the Board upon service of six consecutive terms, until a further three year period has passed in which the member has remained in good standing.
**Board power to co-opt**

11.4 If a member of the Board resigns or ceases to be a member of ICGN during the term of office and this causes the number of Board members to fall below the minimum specified in Article 11.1, the Board may co-opt a replacement member to the Board to serve for the remainder of the term. If such remainder of the term is more than six months, it shall count as a full term towards the maximum of six consecutive terms (see Article 11.30).

**Qualifications**

11.5 No person may be appointed as a Governor:
(a) unless he or she is a member of ICGN and is in good standing;
(b) unless he or she has attained the age of 18 years; or
(c) in circumstances such that, had he or she already been a Governor, he or she would have been disqualified from acting under the provisions of the Articles.

**Cessation of appointment**

11.6 A person ceases to be a Governor if:
(a) he or she ceases to be a member of ICGN;
(b) he or she ceases to be a Governor by virtue of any provision of the Companies Act 2006, or becomes prohibited from being a Governor by law;
(c) he or she is disqualified under the Charities Acts 1993 or 2006 from acting as a Governor;
(d) he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
(e) he or she is suffering from a mental disorder and incapable of acting as is reasonably believed by the Governors and they resolve that he or she be removed from office;
(f) ICGN receives from him or her notice in writing (in an electronic form or hard copy) that he or she resigns from office on receipt of the notice by ICGN or on some later date specified in the notice, provided that at that time at least seven Governors will remain in office; or
(g) he or she fails to attend three consecutive meetings of the Governors and the Governors resolve that he or she be removed for this reason.

**Articles of Association: Article 12: Nomination Committee**

12 **Nomination Committee**

**Annual Appointment by Members**

12.1 The Governors shall propose a Nomination Committee for approval by members each year for the purpose of identifying candidates who are willing and able to contribute to the governance of ICGN as Governors.

**Number and qualifications of committee members**

12.2 The Nomination Committee shall consist of not less than three members in good standing, a majority of whom are not already Governors and none of whom are standing for election or re-election as Governors.
Call for nominations

12.3 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

12.4 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.

Annual General Meeting agenda content - election of Governors

12.5 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.

Board Charter: Section 3.1: Board key responsibilities

Responsibility for the management and control of the business and affairs of the Company is vested in the Board. The Board has delegated certain functions to management in paragraph 4.1.

The Board will exercise all the powers of the Company, including the following:

- Strategy – contributing to, and final approval of, the corporate strategy, including setting performance objectives, and overseeing the implementation of that strategy;
- Financial performance – approving operating budgets and monitoring financial performance;
- Capital management – monitoring capital management, including approving major capital expenditure;
- Reporting – approving financial statements and reports required by the Articles of Association, by statute or other external regulation, and, together with the Finance Committee, monitoring and reviewing management processes supporting the integrity of financial and other reporting;
- Risk management – overseeing the effectiveness of systems of internal control and risk management;
- Executive Director appointment and succession – selecting, appointing and, where necessary, removing, and planning succession of, the Executive Director. The full Board will be involved in the process of appointment of the Executive Director unless it formally delegates part of the process to a committee;
• Management performance – monitoring the performance of the Executive Director directly and through the Board’s committees;
• Management remuneration – reviewing and setting the remuneration of the Executive Director, including bonuses if applicable.
• Human Resources – based on the proposal of the Executive Director: reviewing and approving the remuneration of the staff other than Executive Director, including bonuses if applicable. In case of vacancies, for senior staff, support the Executive Director in selecting a candidate and in having interviews with candidates.
• Chair and Vice Chair succession planning – planning for Board leadership succession. Succession planning for these two roles will include consultation with the Nomination Committee, with the current Chair responsible for conveying the full Board’s agreed views to the Nomination Committee. Appointment of the Chair and the Vice Chair are matters for the full Board;
• Corporate Governance – reviewing and monitoring the Company’s corporate governance policies and practices.