

Annual Review June 2017 - June 2018



### **About ICGN**

Established in 1995 and led by investors responsible for assets under management in excess of US \$34 trillion, ICGN is a leading authority on global standards of corporate governance and investor stewardship. We promote high standards of professional practice among companies and investors alike in their pursuit of long-term value creation contributing to sustainable economies world-wide. This is achieved through three core objectives:

- Influencing public policy through ICGN Principles: investor-led global standards for governance and stewardship.
- Connecting investors and companies at high quality events with unrivalled opportunities for networking, knowledge-sharing and collaboration.

Informing high standards of corporate governance and investor stewardship practices through professional development support and dialogue.

### The Annual Review

The ICGN Annual Review highlights our work programme achievements from June 2017 to June 2018. This includes an assessment of ICGN's financial position to 31st December 2017 and outlines future strategic priorities. The ICGN Annual Review is presented to ICGN Members at the Annual General Meeting to be held at the UniCredit Pavilion in Milan on 25th June 2018.



# Contents

Strengthening Our Mission Strategic Goals	5
Influence	
Policy Priorities and ICGN Committees Views from ICGN Members Supporting progress in Japan	6 10
Connect	
Global Networks ICGN Annual Conference: Malaysia Regional Events: Paris, Tokyo ICGN Webinars	11 12 12 13
Inform	
ICGN Governance Awards ESG Course ICGN Academic Day Endorsing ICGN's Principles ICGN Yearbook	14 14 14 15 15
Communicate	
Media Engagement In the News #Social Media	16 17 17
Grow	
Membership Overview Region and Affiliation	18 19
Sustain	
Governors and Committees ICGN Secretariat Annual Financial Results Risk Oversight Auditor Review	20 21 22 25 25



# Strengthening Our Mission

This year, we have spent time reflecting on ICGN's long-term direction and the ICGN Board ratified six strategic goals put forward by the Chief Executive. These strategic goals present a roadmap to strengthening our mission: to promote high standards of professional practice among companies and investors alike in their pursuit of long-term value creation contributing to sustainable economies world-wide.

The strategic goals focus on our work programme priorities to influence public policy, connect peers and inform high standards of corporate governance and investor stewardship practices. The goals extend to ensuring the long-term sustainability of the ICGN itself with a focus on external communication, membership growth and the proper resourcing of the Secretariat to ensure we are able to deliver an extensive international work programme.

ICGN is a leading authority on global standards of corporate governance and investor stewardship and our policy positions are reflected in new regulations in multiple markets: most notably in the amendments to the Shareholder Rights Directive in Europe and the revised Stewardship Code in Japan. This past year we also issued over two dozen comment letters to regulators in Canada, France, Hong Kong, Japan, Malaysia, Netherlands, Singapore, UK and USA as well as the European Commission and Financial Standards Board.

Going forward, we aim to enhance our intellectual capacity to promote high standards of corporate governance and investor stewardship around the world by investing in human resources at the Secretariat. This extends to bolstering our educational provision to help support ICGN Members put principles into practice and the delivery of new initiatives such as the ICGN Global Stewardship Awards being launched in December in London this year.

In conclusion we would like to thank our many hosts, partners and sponsors who supported ICGN Conferences in Kuala Lumpur, Paris and Tokyo. Our events provide a social network for ICGN Members and others to reacquaint, take stock and consider differing perspectives on emerging governance issues. Ultimately, we all share a common purpose: to preserve and enhance long-term corporate value for the benefit of society as a whole.

Today our investor members represent assets under management in excess of US\$34trillion. Together, we can be a formidable force for change as evidenced in the outputs in this Review and as supported by you, ICGN Members. Thank you for your inspiration and determination to bring about positive change in many corners of the world through your active participation in our work programme. We look forward to working together with you all for another year ahead.

"We all share a common purpose: to preserve and enhance long-term corporate value for the benefit of society as a whole."





# Strategic Goals

### Influence

 Promote ICGN Principles as investor-led global standards for corporate governance and investor stewardship, thereby influencing public policy and professional practice.

### Connect

Organise high-quality global forums with unrivalled opportunities for networking, knowledge-sharing and collaboration.

### Inform

 Encourage high standards of corporate governance and investor stewardship practice through professional development support and dialogue.

### Communicate

**4.** Raise ICGN visibility globally through enhanced communication, media engagement and stakeholder relations.

### Grow

 Build the strength and breadth of ICGN membership, recognising our heritage of being investor-led, whilst inclusive to companies and stakeholders.

### Sustain

6. Safeguard ICGN's long-term sustainability through the appropriate management of risk, while investing in opportunities for growth under strong managerial leadership and effective board oversight.







\*Results from ICGN Annual Membership Survey (March 2018), noting 14% response from overall membership.

### Influence

**Strategic Goal 1:** Promote ICGN Principles as investor-led global standards for corporate governance and investor stewardship, thereby influencing public policy and professional practice.

ICGN is regarded as a primary source of global investor opinion as outlined in the ICGN Global Governance Principles and ICGN Global Stewardship Principles. ICGN Principles

and Guidance serve as international benchmarks in the creation of national codes and continue to inform company governance practices and investor voting policies.



# Policy Priorities and ICGN Committees

Following approval by Members at last year's AGM, the ICGN Policy Committees were restructured from seven committees to five committees in August 2017. The new structure aims to align ICGN Policy Committee outputs with our Annual Policy Priorities and evolving global corporate governance agenda as explained over the following pages.



### Views from ICGN Members

Mary Colby, Vice President & Head of Proxy Research, Charles Schwab Investment Management, USA

"Charles Schwab Investment Management's stewardship program is growing, and the ICGN is proving to be a key partner. The ICGN community's collaborative approach gives us exposure to innovative stewardship ideas and initiatives."

Mariela Vargova, SVP, Sustainability & Impact Investing, Rockefeller Asset Management, USA

"For global investors, the ICGN is a valuable resource to learn about best practices in corporate governance and a leading international forum to exchange ideas and pursue stewardship in governance and sustainability."

Jocelyn Brown, Senior Investment Manager, RPMI Railpen, UK

"RPMI Railpen is a proud supporter of the ICGN, and the eight ICGN Global Governance Principles serve as the baseline for our global voting policy" Michael Herskovich, Head Of Corporate Governance, Sustainability Research Team, Sustainable and Responsible Investment, BNP Paribas Asset Management, France

"ICGN membership is so valuable for BNP Paribas Asset Management. It enables us to connect at international conferences, share governance trends on policy committees, as well as influence regulators on governance matters. If governance and stewardship matter to you, you must be an ICGN Member!"

**Yuko Natsuka**, ESG Specialist, Sompo Japan Nipponkoa Asset Management, Japan

"Becoming a member of ICGN enables us to deepen our insight into cutting-edge international practices in terms of good stewardship and corporate governance. Sompo Japan Nipponkoa Asset Management is looking forward to continuing to contribute to society by sharing our experience and expertise gained from managing more than two decades of ESG-integrated portfolios."

Priority 1: Long-term investment perspectives and sustainable value creation, promoted by the ICGN Ethics & Systemic Risk Committee (ESRC), chaired by Peter Montagnon.



ESRC focuses on business ethics from a corporate governance perspective and addresses systemic threats that might undermine the preservation and enhancement of long-term corporate value, impacting on capital market stability and economic growth. Core committee priorities

ICGN Political Lobbying and Donations

include corporate purpose and accountability, culture and integrity, anti-corruption practices, regulatory and fiscal policies, technological disruption, environmental damage and social risks prompted by issues such as wealth inequality.

### Key outputs include:

- Revised ICGN Political Lobbying and Donations Guidance (July, 2017)
- Viewpoint on investment exclusions (February, 2018)
- Chapter on climate change and corporate governance in an American Bar Association book on climate change disclosure

ESRC Committee Members: Melsa Ararat (Sabanci University), Mirza Baig (Aviva Investors), Fabio Bianconi (Sodali), Lauren Compere (Boston Common Asset Management), Deborah Gilshan (Aberdeen Standard Investments), Karin Halliday (AMP Capital Investors), Dana Hollinger (CalPERS), John Jarrett (FTSE Russell), Nokuthula Khumalo (Transnet Soc), Dan Konigsburg (Deloitte), Peter Montagnon (Institute of Business Ethics), Annachiara Svelto (UBI Banca).

**Priority 2: Making successful stewardship a reality,** promoted by the ICGN Shareholder Responsibilities Committee (SHREC), Co-chaired by Niels Lemmers and Terri-Jo Saarela.





SHREC advocates high standards of investor governance and stewardship responsibilities and supports ICGN Global Stewardship Principles and ICGN Model Mandate, both of which have inspired changes to regulation in markets around the world.

### Key outputs include:

- NEW ICGN Investor Fiduciary Duty Guidance highlights the importance of maintaining consistency between investors' governance practices and investors' fiduciary responsibilities (subject to 2018 AGM Approval).
- Comment letter to European Commission on institutional investors and asset managers' duties regarding sustainability, following the report of the High Level Expert Group on Sustainable Finance which cited ICGN Global Stewardship Principles on page 40, under recommendation 7 on Governance Leadership.
- Comment letters on investor stewardship to Eumedion (Netherlands) and the Council of Experts for Japan's Stewardship Code.

SHREC Committee Members: Mick Chadwick (Aviva Investments), Stephen Davis (Harvard Law School), Charles Demoulin (Deminor), Shade Duffy (AXA IM), Anne-Marie Jourdan (Fonds de Reserve), Tetsuo Kitagawa (Aoyama Gakuin University), Cedric Laveri (ISS), Niels Lemmers (VEB – Dutch Shareholders Association), Charles Macek (Vicinity Centres), Rizal Mohamed Ali (KWAP), Terri Jo Saarela (State of Wisconsin Investment Board), Alison Schneider (Alberta Investment Management), Tracy Stewart (SBA Florida), Ryoko Ueda (J-IRIS Research), Michael Viehs (Hermes Investment), Noah Wortman (NRW Consulting), Djimmer Yetsenga (Syntrus Achmea AM).

Priority 3: Building effective boards amidst the changing boundaries of governance, promoted by the ICGN Board Governance Committee (BGC), co-chaired by Catherine Jackson and Carola van Lamoen.





The BGC focuses on the quality of the board of directors as the primary oversight body responsible for driving long-term corporate value. Reflecting the expanding boundaries of corporate governance, boards are accountable to shareholders while balancing the interests of relevant stakeholders in generating wealth for society as a whole. The committee's priorities include board composition, remuneration, capital allocation, independence and oversight of risk management.

### Key outputs include:

- Viewpoint on effective board succession planning (May, 2018)
- Comment letters on corporate governance codes to Bursa Malaysia Securities, AFEP/MEDEF in France, Japan Exchange Group, Japan Ministry of Justice, the Monetary Authority of Singapore and the UK Financial Reporting Council.
- Comment letter to the Financial Stability Board on supplementary guidance to the FSB principles and standards on sound compensation practices.

BGC Committee Members: Pru Bennett (Blackrock), Nicole Bradford (Cbus), Francesco Chiappetta (Pirelli), Andrew Clearfield (Investment Initiatives), Gigi Dawe (CPA Canada), Margaret Foran (Prudential Financial, Inc.), Linda Giuliano (AB), Natacha Dimitrijevic (Hermes), Catherine Jackson (Jackson Principled Governance), Oscar Jasaui (Pacific Credit Rating), Karina Litvack (Eni), Stilpon Nestor (Nestor Advisors), Debra Perry (Korn Ferry International), Joel Posters (Future Fund), David Silverman (Blue Harbour Group), Geof Stapledon (BHP Billiton), Pierina Villanueva (Adidas Group), Carola van Lamoen (Robeco), Rebecca Vine (Aviva Investors).

**Priority 4: Protecting minority shareholder rights,** promoted by the ICGN Shareholder Rights Committee (SHRIG), co-chaired by Bram Hendriks and Eugenia Jackson.





SHRIG seeks to protect minority shareholder rights to ensure that investors are properly equipped to discharge their fiduciary duties. This extends to the equitable treatment of shareholders and advocating against differential share ownership structures, voting rights and cross border voting infrastructure, company engagement and investor collaboration.

### Key outputs include:

- Viewpoint on the inclusion of non-voting or limited voting shares in stock market indices, (November, 2018).
- Comment letters on dual class share structures to index providers: FTSE Russel, S&P Dow Jones and MSCI as well as to national regulators including Hong Kong Exchanges and Clearing Limited, Singapore Exchange Limited and the UK Financial Conduct Authority.
- Comment letters to:
  - U.S. Securities and Exchange Commission: Forced arbitration provisions in public company governing documents
  - UK Takeover Panel: Statements of Intention and Related Matters
  - o Dutch Government: Proposed changes to the Dutch Antitakeover Bill
  - o Proxy Voting Review Committee on Best Practice Principles
  - European Commission on minimum requirements in the transmission of information for the exercise of shareholder rights

SHRIG Committee Members: Rients Abma (Eumedion), Claire Corney (Computershare Ltd), Blair Cowper-Smith (Omers), Andrea di Segni (Sodali), Tom Elliott (Capital Group), Stephen Erlichman (CCGG), Bram Hendriks (KTMC), Michael Herskovich (BNP Paribas AM), Eugenia Jackson (Allianz), Alexander Juschus (formerly Glass Lewis IVOX), Gwen Le Berre (Charles Schwab), Arne Loow (AP4 Fjarde AP-Fonden), Massimo Menchini (Assogestioni), Paul Schneider (Ontario Teacher's Pension Plan), David Smith (Aberdeen Standard Investments), Peter Swabey (ICSA).

Priority 5: Seeking transparency through robust reporting, audit and metrics, promoted by the ICGN Disclosure and Transparency Committee (DTC), chaired by James Andrus and noting thanks to Joyce Haboucha and Gary Buesser who stepped down during the year.



The DTC advocates high quality corporate reporting through reliable auditing standards to enable investors to exercise their ownership rights on an informed basis. This extends to integrated reporting which provides meaningful disclosure around a company's risk, opportunities and prospects for the future taking into account long-term value drivers

associated with environmental, social and governance factors.

### Key outputs include:

 Participation in an investor working group interfacing with the Corporate Reporting Dialogue on ESG disclosure standards.

### Comment letters to:

- Monitoring Group: Strengthening the Governance and Oversight of the International Audit-Related Standard-Setting Boards in the Public Interest
- UK Financial Reporting Council: Amendments to Guidance on the Strategic Report on Non-Financial Reporting
- U.S. Securities and Exchange Commission: Human
   Capital Management Disclosure Petition for Rulemaking
- Japan Financial Services Agency: Corporate Disclosure of the Financial System Council
- o UK Department for Business, Energy and Industrial Strategy: Insolvency and corporate governance

DTC Committee Members: James Andrus (CalPERS), Aaron Bernstein (Global Proxy Watch), Gary Buesser (formerly Lazard AM), Frank Curtiss (ICSA), Jean-Philippe Desmartin (Edmond de Rothschild), Lamia El Bounani, (Moroccan Institute of Directors), Cindy Fornelli, (Center for Audit Quality), Sharmila Gopinath (Asian Corporate Governance Association), Joyce Haboucha (formerly Rockefeller & Co.), Andrew Hobbs (EY), Natasha Landell-Mills (Sarasin & Partners LLP), Daniel Malan (University of Stellenbosch Business School), Anne Molyneux (CS International), Elizabeth Murrall (Investment Association), Nermeen Shehata (The American University in Cairo), Yoshiko Shibasaka (KPMG), Robert Walker (NEI Investments), Dr. Ryohei Yanagi (EISAI).



### Supporting Progress in Japan

ICGN has played an important role in the evolution of governance reform in Japan for decades. We have engaged with regulatory authorities, particularly the Financial Services Agency (FSA), Ministry for Economic Trade and Industry (METI) and the Tokyo Stock Exchange (TSE) through meetings and comment letters. More recently this is evidenced by the participation of ICGN's CEO, Kerrie Waring, as a Member of the Expert Council established to advise on Japan's Stewardship and Corporate Governance Codes; as well as participation by ICGN's Board Director, George Iguchi, on the FSA's Council on Corporate Disclosure.

We are proud of our long-standing relationship with the FSA, METI and the TSE who have committed to supporting ICGN's mission to share knowledge around corporate governance and investor stewardship best practices in Japan. The TSE hosted ICGN's 2001 Annual Conference in Tokyo and thereafter regional meetings in 2014 and 2018. Next year, TSE will host the ICGN Annual Conference which will attract the world's global governance community to Tokyo once again.

**金融庁**Financial Services Agency

"The participation by ICGN's CEO, Kerrie Waring, as a Member of the Council of Experts of the Stewardship Code provided valuable insight to the revision of Japan's Stewardship Code in

2017, particularly regarding independent oversight, conflicts of interest and collective engagement. She also participated in the Council of Experts for the Follow-up of the Stewardship Code and the Corporate Governance Code, and contributed to the revision of the Corporate Governance Code and formulation of the Guidelines for Investor and Company Engagement. Her guidance on CEO selection as well as the role of independent directors, nomination committees and remuneration committees, was particularly appreciated."

"ICGN's CEO, Kerrie Waring, provided a valuable international perspective on board diversity when she presented at the 4th



meeting of the "Study Group for Ideal Approaches to Diversity Management as a Competitive Strategy". Her presentation contributed to the "Diversity 2.0 Action Guidelines" which contains actions that companies should take to incorporate diversity into their organisations. ICGN's international conferences, in particular those in Japan, contributed to raising awareness concerning corporate governance agenda setting among Japanese companies as well as investor communities. Recognising such contributions and effects, the Government of Japan formally supports and is sincerely appreciative of ICGN efforts. METI hopes for continued collaboration with ICGN in the future."

### Connect

**Strategic Goal 2:** Organise high-quality global forums with unrivalled opportunities for networking, knowledge-sharing and collaboration.

One of ICGN's core objectives is to connect like-minded people from around the world who share a common interest in promoting high standards of corporate governance and responsible investment practices. Over the previous year we have convened conferences in Kuala Lumpur, Paris and Tokyo and held regular meetings for two influential global networks established by ICGN.

### Global Network of Investor Associations (GNIA)



In 2013, the ICGN established the GNIA as an international collaboration of investor-led organisations with a common interest in promoting shareholder rights and responsibilities and effective standards of corporate governance. Chaired by Mauro Cunha of

AMEC alongside ICGN's CEO, Kerrie Waring, GNIA meets monthly to share knowledge on policy priorities. Members are drawn from: Australia, Brazil, Canada, Hong Kong, Italy, Malaysia, Netherlands, UK and the USA.



















### Global Stewardship Code Network (GSCN)



To help organisations responsible for developing and implementing stewardship codes to exchange information,

established the GSCN in June 2016. Members participate in quarterly calls chaired by Chris Hodge which has featured presentations from:
Eumedion (Netherlands), Financial Services Agency (Japan), Securities & Exchange Commission (Thailand), Financial Reporting Council (UK) and the CRISA Committee (South Africa).

### Members of the Global Stewardship Code Developers Network



### ICGN Annual Conference: Malaysia, hosted by KWAP in premier partnership with MSWG, 11-13 July 2017





We were delighted to be hosted by one of the largest pension funds in Malaysia for our Annual Conference with the Kumpulan Wang Persaraan (Diperbadankan) [KWAP] in premier partnership with the Minority Shareholder Watchdog Group (MSWG). Under the theme of 'redefining capitalism for a sustainable global economy', over 450 senior capital market professionals from 28 countries discussed governance priorities in major Asian markets.

The three day agenda featured over 80 speakers including: Dato' Wan Kamaruzaman Wan Ahmad (CEO, KWAP), Tan Sri Dato' Azman Mokhtar (CEO, Khazanah Nasional Bhd), Sau Kwan (President, E-Fund), Daisuke Hamaguchi (CIO, Pension Fund Association), Professor Eunice Kim (Independent Director, KB Financial), Ong Boon Hwee (CEO, Stewardship Asia) and Yoshio Itaya (CFO, Chugai Pharma).

### Launch of the ICGN Global Governance Principles, hosted by JPX, 18 October 2017



The Japan Exchange Group (JPX) hosted the launch of the Japanese version of the ICGN Global Governance Principles. The timing coincided with regulatory dialogue with the FSA and TSE around issues such as capital allocation, CEO nomination and succession and the effectiveness of independent

directors in board decision-making.

Over 150 delegates attended the morning event, where ICGN's CEO, Kerrie Waring was joined by ICGN Board Vice Chair Anne Molyneux, Professor Tetsuo Kitagawa of Aoyama University and ICGN Japan-based Board Member, George Iguchi.

### ICGN Paris Conference, hosted by Paris EUROPLACE, 6-7 December 2017



Over 300 people from 25+ regions convened for our December Paris Conference which began with an Opening Keynote from Ángel Gurría, Secretary-General of the

OECD. Agenda topics included strategies for sustainable finance, stakeholder engagement in corporate governance, incentives across the investment chain, enhancing the quality of investor stewardship, carbon risk disclosure and Article 173.

Over 60 speakers joined the two-day programme including: Olivier Rousseau (Executive Director, Fonds de Reserve Pour Les Retraites), Judith Hartmann (CFO, ENGIE), Fabienne Lecorvaisier (Executive VP, Air Liquide), Ossian Ekdahl (Chief Active Ownership Officer, AP1), Robert Leblanc (Chairman & CEO, Aon) and Caroline de la Marnierre (Director General, Institute of Responsible Capitalism).

### ICGN-IIRC Tokyo Conference, hosted by the JICPA & TSE, 28 February – 1 March 2018





Jointly hosted by the Japanese Institute of Certified Public Accountants (JICPA) and the Tokyo Stock Exchange (TSE), the theme of the event was 'journey towards longer term value creation'. The two-day agenda focused

### INTEGRATED REPORTING (IR)

on corporate governance and investor stewardship reforms and subjects included long-term corporate value in a Japanese context, overcoming obstacles to effective stewardship, integrated reporting and capital efficiency.

Over 400 people joined the event to hear from speakers including: Masamichi Kono (Deputy Secretary General, OECD), Professor Kunio Ito (Hitotsubashi University), Hitoshi Ochi (President & CEO, Mitsubishi Chemical Corporation), Takaaki Nishii (President & CEO, Ajinomoto Co.), Susanne Stormer (Chief Sustainability Officer, Novo Nordisk) and Osamu Nagayama (CEO, Chugai Pharmaceutical & Chairman, SONY).

# Our interactive and informative webinars are exclusive to ICGN members and address key governance developments. Recent webinars include: European Action on Sustainable Finance presented by ICGN Board Member, Claudia Kruse and Antoine Begasse, Policy Officer, Financial Services, European Commission Governance Implications of Share Buy-Backs presented by Peter Montagnon, Chair ICGN Business Ethics Committee



### Inform

**Strategic Goal 3:** Encourage high standards of corporate governance and investor stewardship practice through professional development support and dialogue.

### **ICGN** Governance Awards

The ICGN Corporate Governance Awards are presented annually to individuals who have demonstrated exceptional achievements in corporate governance. In 2017, the ICGN was pleased to award two individuals with the ICGN Lifetime Achievement Award:

**Jamie Allen,** Founding Secretary General, Asian Corporate Governance Association, Hong Kong



"It is a privilege to be honoured by ICGN with a Lifetime Achievement Award. The past 18 years have been a rewarding time to be involved in the promotion of better corporate governance in Asia, yet there remains much to do. I am sure the ICGN Award will inspire ACGA to greater heights in the coming two decades!"

**Anita Skipper,** Senior Analyst, Corporate Governance, Aviva Investors, UK



"It is a privilege and surprise to be given this award. There are huge new challenges for governance on the horizon but I'm confident the ICGN will guide future generations of governance professionals to deal with these like they helped the old timers like me!"

# ESG Course, hosted by AXA Investment Managers, France



We were pleased to be hosted by AXA Investment Managers in Paris in December 2017 to deliver our

ESG training programme for investors. Following an award from the European Commission in 2011, the ICGN Integration ESG Programme is the world's first in-person programme for investors on how to identify, analyse and integrate ESG factors across the investment chain. Developed 'by investors, for investors', over 300 people have participated in courses delivered across nine jurisdictions.

### **Topics include:**

- ESG analysis and corporate valuation
- Integrating ESG into the investment process
- · Strategies of stewardship and engagement
- Managing proxy voting and the accountability chain

# ICGN Academic Day in partnership with the University of Malaya



ICGN was delighted to hold our fourth Annual Academic Day held prior to the Annual Conference in Malaysia. ICGN

has established the tradition of Academic Days to build bridges and understanding between academics and practitioners with an interest in corporate governance. This year sessions delved into the following corporate governance topics:

- Gender diversity on boards led by Professor Renee Adams, Professor of Finance, University of New South Wales, Australia: "Lehman Sisters"
- Share repurchases and corporate control in Japan led by Professr Hideaki Miyajima, Director of Waseda Institute for Advanced Study Waseda University: "Share Repurchases & Control of the Corporation: The Evidence from Japan"
- State ownership and corporate governance in Malaysia led by Professor Dr Terence Gomez, University of Malaya, Malaysia: "Minister of Finance Incorporated: Ownership and Control of Corporate Malaysia"

# Endorsing ICGN Principles

The ICGN Global Stewardship Principles (GSP), first published in 2003, provide an international framework for investors to implement their fiduciary obligations on behalf of clients and beneficiaries. The Principles have been emulated in markets around the world, and over 30 ICGN Members have signified



their commitment to high standards of investor stewardship by publicly endorsing the GSP on the ICGN website:

Aberdeen Standard Investments

Alberta Investment Management Corp. (AIMCo)

Amundi Asset Management

AP1, Första AP-fonden

AP2 Andra AP-fonden

AP3 Tredje AP-fonden

Asset Management One Co, Ltd

ATP

**Aviva Investors** 

**AXA Investment Managers** 

Baillie Gifford & Co

BlackRock

Boston Common Asset Management

California Public Employees' Retirement System

California State Teachers'

Retirement System

Cartica Management, LLC

COMGEST

Ethos Foundation Switzerland

Fonds de Reserve Pour les Retraites

Generali Investments Europe

Hermes Investment Management

**HESTA** 

J.P. Morgan Asset Management

Legal & General Investment Management

Newton Investment Management

Nissay Asset Management

NN Investment Partners

Nordea Funds

Old Mutual Investment Group

Ontario Teachers' Pension Plan

Pension Fund Association Robeco

. . .

Schroders

State Board of Administration of Florida (SBA)

Swedbank Robur Fonder AB UBS Asset Management

### ICGN Yearbook 2017

First published in 2005, the ICGN Yearbook is an exclusive Member benefit. It provides a memento of governance developments over the years and serves as a point of reference on topical issues of the day. Articles in the 2017 edition included:



- A Blueprint for a Better
   World from Douglas Frantz,
   Deputy Secretary General of the OECD
- The Complex Business of Risk from Aengus Collins,
   Practice Lead for Global Risks at the World Economic
   Forum
- ASEAN Governance: A progress Report from Rita Benoy Bushon, Strategic Advisor to Green & Smart Holdings plc, Regulatory Affairs/Trade Advisor for the Chemical Industry of Malaysia
- The Case for the Chief Value Officer from Judge Professor Mervyn King

Rob Fowler, Executive, Investment Execution, HESTA, Australia

"The ICGN Global Stewardship Principles set out practical, implementable guidelines in relation to investor stewardship obligations, policies and processes. They remain an important contribution to extending strong stewardship practices across the investment value chain. This benefits long-term global investors like HESTA, and the beneficiaries we represent."

### Communicate

**Strategic Goal 4:** Raise ICGN visibility globally through enhanced communication, media engagement and stakeholder relations.

### Media Engagement

ICGN is proud to have global media visibility and featured in over sixteen markets around the world in the last twelve months.









The New York Times

ICGN's views have featured in renowned publications and media outlets including: Financial Times, Sky News, MLex, Nikkei, The Telegraph, The Times, Morning Star, City Wire, Euromoney, CNBC, The Street, The Korea Financial Times, The New Straits Times Responsible Investor, The New York Times, Benefits Canada, The Edge Financial Daily and many more.



### Press Conferences

One of ICGN's media highlights for the past twelve months was the press conference held in Kuala Lumpur. Kerrie Waring, CEO, ICGN; Mike McCauley, Chairman, ICGN and Dato' Wan Kamaruzaman Wan Ahmad, CEO, KWAP answered a multitude of questions about ICGN and corporate governance more broadly. Over a dozen press representatives attended and ICGN received wide coverage internationally and locally.



### In the News...

Kerrie Waring, ICGN CEO on the adoption of multi-class share structures and the possible amendment of listing rules:

"Demanding investors do more to hold boards account while removing the most important means by which they can do so is setting them up to fail. This is regulatory schizophrenia of the worst kind"

**Investment & Pensions Europe (IPE)** 7 September 2017

### #SocialMedia



"The concern is that this proposal would result in lowering of governance standards, which could lead a key component of the ecosystem, the end investor, worse off"

The Street, 19 October 2017



Claudia Kruse, ICGN Board
Member & Managing Director
Global Responsible Investment
& Governance, APG Asset
Management wrote the article "Linking
HLEG with the UN Sustainable
Development Goals" which featured
on Responsible Investor 13th
September 2017. The topic of
Sustainable Finance was the key
focus for first webinar in 2018.

**Datuk Wan Kamaruzaman Wan Ahmad**, CEO, KWAP on the recent increase in foreign holdings in Malaysia reported at the ICGN Annual Conference:

"This is a reflection of the confidence that foreign investors have on our capital market, made possible through sound implementation of corporate governance in all facets of our economy and conduct"

The Star, 11 July 2017



### Grow

**Strategic Goal 5:** Build the strength and breadth of ICGN membership, recognising our heritage of being investor-led, whilst inclusive to companies and stakeholders.

ICGN investor members now represent assets under management in excess of US \$34 trillion. ICGN continues expand its global reach with total membership of 655 as at 31st December 2017 (2016: 638 members) and regional representation in 43 markets. Our membership is investor-led whilst also welcoming companies and other stakeholders as part of the global governance community.

Aeisha Mastagni, Investment Officer, CalSTRS, USA

"ICGN provides an indispensable forum for discussing emerging governance issues, learning best practices from global thought leaders and exchanging topical ideas with peers. For CalSTRS, with our \$186.6 billion global investment portfolio, no other organisation better fits our needs in this area."

**Cristina Ungureanu**, Head of Corporate Governance, Eurizon Capital SGR, Italy

"As one of Italy's largest asset managers,
Eurizon has enhanced its involvement in global
corporate governance debate by becoming an
ICGN member earlier this year. We are an active
participant at the ICGN Annual Conference and
the ESG Integration Course in Milan and our
membership benefits us from staying updated
on global governance trends, emerging issues
and regulatory developments."



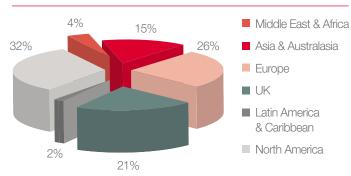
"I use viewpoints and model mandate language to justify certain decisions, proxy voting, advocacy".

Robert Lewenson, Head of ESG Engagement, Old Mutual Investment Group, South Africa

"Old Mutual has been proud to be associated with the ICGN for a number of years and values its contribution to the global advancement of ESG and stewardship practices. Through our interaction with ICGN members we have been able to use global best practice to drive change in our own markets and investment community.

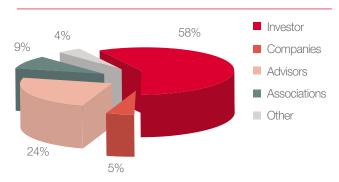


### Region



firm's policies of evaluation/ benchmarking, designing our product and writing reports."

### **Affiliation**



Megumi Terayama, Managing Director, Nikko Research Center, Inc., Japan "We benchmark major Japanese companies' governance strength against both domestic and global standards and we use the ICGN governance principles as the global standard." Dr Peter Crow, Chairman, Quarry Group Limited, New Zealand "I regularly refer to material that supports the proposal that the board is the apex decision-making authority, and recommendations to guide boards towards better decision-making." JN Gupta, Managing Director, Stakeholders Empowerment Services, Private Ltd., India "We find ICGN policies very useful in formulating our

### Sustain

**Strategic Goal 6:** Safeguard ICGN's long-term sustainability through the appropriate management of risk, while investing in opportunities for growth under strong managerial leadership and effective board oversight.

### **Board of Governors**

The ICGN Board directs the affairs of the ICGN through the oversight of the Chief Executive Officer who manages the ICGN Secretariat and work programme. Up to twelve board members are elected by ICGN Members annually and comprise a majority of investors.



Melsa Ararat Sabanci University, Turkey



Ian Burger Newton Investment Management, UK



David Couldridge Investec, South Africa



Dana Hollinger CalPERS, USA



George Iguchi Nissay AM, Japan



Anne-Marie Jourdan FRR, France



Claudia Kruse APG, Netherlands



Mike McCauley Florida SBA, USA (Chair)



Anne Molyneux
CS International,
Switzerland (Vice-Chair)



Paul Schneider OTPP, Canada



Geof Stapledon BHP Billiton, UK



Robert Walker NEI IM, Canada

### **Operating Committees**

Awards: Recommends candidates for the ICGN Governance Awards to the ICGN Board presented at the ICGN Annual Conference. Chaired by Peter Butler and Members are Pru Bennett, Melsa Ararat, Anne Sheehan and Christian Strenger.







Finance: Oversees ICGN financial reporting, internal controls, risk management and auditor performance, remuneration and independence. Chaired by Robert Walker and Members are Philip Armstrong, lan Burger, George Iguchi and Anne Molyneux.

Governance: Develops and implements sound governance policies and practices relating to CEO appointment, performance and remuneration, succession planning, board composition and evaluation. Chaired by Robert Walker and Members are Michael McCauley, Anne Molyneux, Geof Stapledon

Nomination: Recommends board governor candidates to ICGN Members for annual election/re-election. The committee members themselves are elected individually at AGM. Chaired by Carol Hansell and Members are Frank Curtiss, Michelle Edkins, Marcel Jeucken, Yoshiko Takayama.





### **ICGN Secretariat**

The ICGN is a non-profit body, registered in the UK as a company limited by guarantee. The Secretariat is based in London, led by the CEO and includes a team of eight staff who develop, coordinate and deliver the ICGN work programme.



George Policy Director



Kerrie CEO



Elle
Head of Communications
& Events



Vera
Operations Manager



Flo Stakeholder Engagement Manager



Paul
Membership
Co-ordinator



Milly
Communications
Manager



Jordan Administrative Co-ordinator

### Operations

In addition to our staff the ICGN relies on a number of third-party service providers who each play a part in the successful delivery of our work programme:











### Support

We are grateful to the following people for their valuable support this year:



**Stephen Davis**ESG Course Faculty Leader



**Fay Feeney**Social Media Advisor



Chris Hodge
ICGN Yearbook Editor



**Loren Wulfsohn**Company Secretary Advisor

# Annual Financial Results

### Overview

The 2017 financial results show ICGN exceeding the target surplus of £15,000 (2016: £88,112) to £16,709. The overall net effect on reserves is an increase from £575,365 as at 31st December 2016 to £592,074 as at 31st December 2017.

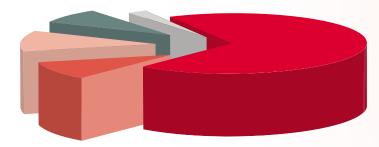
Annual turnover in 2017 was £1,281,706 (2016: £1,280,938) with a gross surplus of £739,414 (2016: £781,092) after cost of sales. Total administration costs, i.e. Secretariat running costs, amounted to £722,783 (2016: £693,311).

### Revenue



- Membership 51%
- Conferences 49%

### Expenditure



- Staff/Consultancy 69%
- Marketing 10%\*
- Office/rent 11%
- Professional Services 8%\*\*
- Board/other 2%

<sup>\*</sup> Marketing includes website, publications and travel

<sup>\*\*</sup>Professional services include accounting, audit, legal and banking

### Income and expenditure (£GBP)

	2016	2017
Turnover		
1. Membership	340,546	376,656
2. Conferences	879,925	868,128
3. Courses	16,011	26,077
4. Yearbook	16,031	5,600
5. Scholarships	23,793	2,728
6. Other	4,632	2,444
Total turnover	1,280,938	1,281,706
Cost of sales	(499,846)	(542,292)
Total turnover	781,092	739,414
Administration		
7. Staff	(464,458)	(481,432)
8. Consultancy	(22,747)	(19,664)
9. Website	(28,115)	(28,893)
10. Rent	(42,194)	(44,342)
11. Office	(27,212)	(35,038)
12. Accounting	(22,975)	(23,085)
13. Audit	(10,250)	(9,841)
14. Legal/tax	(11,516)	(9,944)
15. Banking	(16,028)	(14,706)
16. Travel	(17,801)	(21,052)
17. Marketing/publications	(19,517)	(19,718)
18. Board/committees	(9,166)	(13,909)
19. Other	(1,332)	(1,160)
Total administration	(693,311)	(722,783)
Operating surplus	87,781	16,631
Interest receivable	331	78
Surplus before tax	88,112	16,709
Tax on profit	-	
Surplus after tax	88,112	16,709
Retained earnings at year start	487,253	575,365
Surplus for year	88,112	16,709
Retained earnings at year end	575,365	592,074

### Notes to the results

- Membership: ICGN membership subscriptions accounted for 51% (2016: 44%) of total revenue. Member recruitment was 13% (2016:12%) and attrition was 10% (2016:16%). The total number of individual members as at 31 December 2017 was 655 (2016: 638) which represented a net 3% increase from the year before (2016: 6% net decline).
- 2. Conferences: ICGN Conference profit was 49% (2016: 54%) of total revenue. The ICGN Annual Conference hosted by KWAP in Malaysia generated a profit of £172,069. This is lower than the expected target of £250,000 which was partly offset by strong results for regional events in Washington DC and Paris.
- 3. Courses: We delivered one ESG course which was held alongside the ICGN Conference in Paris, hosted by AXA Investment Managers.
- Yearbook: The ICGN Yearbook allows for a restricted amount of advertorial space.
- 5. Scholarships: The costs associated with the Alastair Ross-Goobey scholarship is £2,008 which is offset by money held in a restricted fund. The costs associated with the Sir Adrian Cadbury scholarship amount to £4,306, partially offset by individual donations of £720.
- **6. Other:** Scholarship administration fee amounted to £2,200 and £244 for editorial honorarium.
- 7. Staff: The average monthly number of employees was eight (2016: seven).
- 8. Consultancy: Relates to training and staff recruitment.
- **9. Website:** Costs relate to maintenance and minor development.

- **10. Rent:** ICGN is a tenant of ICSA: The Governance Institute and pays an annual rental which includes rates, service charge and insurance.
- **11. Office:** Includes telephone, courier, stationery, postage, print, software, IT support, equipment, surveys, award certificates and subscriptions.
- 12. Accounting: Buzzacott provides accounting services including: monthly bookkeeping, quarterly management accounts, pay roll, quarterly VAT reporting, annual statutory accounts, and preparatory work for audit.
- **13. Audit:** Audit services from Grant Thornton amount to £9,841 (2016: £10,250).
- **14. Legal / tax:** Relates to employment advice and tax advice related to conferences.
- **15. Bank charges:** Commission charges associated with membership and conference payment administration.
- **16. Travel:** Expenses related to ICGN representation at events and meetings.
- **17. Marketing / publications:** Includes publication of materials and guidance.
- **18. Board / committees:** Include costs of company secretarial and board evaluation services.
- **19. Other administration:** includes depreciation and sundry items.

### Risk Oversight

The ICGN Risk Register is reviewed annually by the ICGN Finance Committee and the ICGN Board. The Risk Register identifies known risk factors and provides an assessment of potential mitigation of such risks. In 2017, the most prominent risks to the ICGN as a going concern are:

- CEO succession: The ICGN does not currently employ a full time deputy to the CEO which presents a risk in terms of any sudden loss. The CEO and Governance Committee are reviewing key role succession across the Secretariat with a view to strengthen human resources in the short term.
- Conference income volatility: Conference income accounts for around half of all ICGN revenue and is vital for the sustainability of our work programme. The international nature of ICGN events, can lead to volatile levels of revenue generation. To reduce this risk the ICGN Annual Conference will be held in markets most likely to generate an appropriate level of financial support.

# Increasingly dominant competition: The ICGN is at a disadvantage to other global membership organisations where there is a compelling rationale for membership based on client relationships. The ICGN must therefore continue to lead and develop new initiatives to ensure the attractiveness of ICGN membership benefits. This requires strategic investment over the medium term aligned to the newly developed ICGN Strategic Plan.

### **Auditor Review**

Grant Thornton UK LLP ('GT') has served as ICGN auditor since 2010. The ICGN Finance Committee has reviewed the effectiveness, performance, independence and objectivity of GT, on behalf of the Board, and has recommended their reappointment as auditors of the company for 2018. ICGN Members will consider the resolution for approval at the forthcoming AGM.





## ICGN Members As at 31st December 2017

### Companies

Α

Aberdeen Asset Management

ACCA

Achmea Investment Management B.V.

Addenda Capital Inc

AFG

AFGE - Association Française de Gouvernement d'Entreprise

AFM, Netherlands Authority for the Financial Markets

AIMCo

AllianceBernstein L.P.

Allianz Global Investors

Amber Capital UK

**AMEC** 

AMP Capital

Amundi Asset Management

Analytical Research

ANSA

AP1, Första AP-fonden

AP2, Andra AP-fonden

AP3, Tredje AP - fonden

AP4, Fjärde AP-fonden

AP7, Sjunde AP-fonden

APG Asset Management

Arabesque Asset Management Ltd

Asian Corporate Governance

Association
Asset Management One Co, Ltd

Assogestioni - Italian Investment Management Association

ATP

Australian Council of Superannuation Investors

Australian Institute of Superannuation Trustees

Aviva Investors

Axa Investment Managers

В

B Lab

Baillie Gifford & Co

Barrick Gold Corporation

Bernstein Litowitz Berger & Grossmann LLP

BHP Billiton International Services Ltd

BlackRock

Blue Harbour Group

BMO Global Asset Management

BNP Paribas Asset Management

BNY Mellon - Depositary Receipts

Boston Common Asset Management

BP International Limited

Brandes Investment Partners

Brazilian Institute of Corporate Governance

British Columbia Investment Management

Broadridge Financial Solutions

BT Pension Scheme Management Bursa Malavsia Berhad

С

C.S. Consulting

Caisse des Dépôts et Consignations

Caisse des Dépôts et Placement du Quebec

CalPERS, California Public Employees' Retirement System

CalSTRS, California State Teachers' Retirement System

CamberView Partners, LLC

Canada Pension Plan Investment

Board

Canadian Coalition for Good

Governance

Capital Group
Cartica Capital

Chus

CCLA Investment Management

Center for Audit Quality

Cevian Capital

CFA Institute

Charles Schwab Investment Management

Chartered Professional Accountants, Canada - CPA

Chevron Corporation

Chugai Pharmaceutical

Clarkson Centre for Board

Effectiveness, University of Toronto

CM-CIC Asset Management

Coca-Cola Company Codan Services

Colorado Public Employees'

Retirement Association

Comaest

Computershare Ltd US

Control de Gestion de Negocios,

Cooperative Central Bank

Cornerstone Capital Inc
Council of Institutional Investors

D

D.F. King & Co.

Deloitte Touche Tohmatsu, US

Deloitte, UK

Deminor International scrl

Deutsche Asset Management Investment GmbH

Diaz Reus & Targ, LLP

Directors' Office

Dubai Electricity and Water

Authority

Dutch Shareholders' Association

(VEB)

EarthRate

EFM Capital

Elliott Management Corporation

Emisores Españoles

Ernst & Young

Ernst & Young Switzerland

Ethos Foundation

Eumedion

European Corporate Governance

Institute

F

Fidelity International

Financial Reporting Council

Fonds de Reserve Pour les

Retraites

Franklin Templeton Investments

Fredrikson & Byron

FTSE Russell

Future Fund

G

Gas Natural SDG, S.A.

Gavi, The Vaccine Alliance

Gavi, The vaccine / illiance

Generali Investments Europe Genesis Investment Management

Georgeson sl, Spain

Georgeson, UK

GES

Gilead Sciences, Inc.

Glass Lewis / IVOX GmbH

Glass, Lewis & Co.

Glencore pla

Global Proxy Watch

GO Investment Partners LLP

Goldman Sachs

Governance Expert

Governance Institute of Australia

Governance Perspectives

Government Employees Pension

Fund of South Africa
Grant & Eisenhofer

Grant Thornton, UK

Н

Hansell LLP

Harvard Law School Program on

Corporate Governance

Hermes Investment Management

HESTA Super Fund

Holy Spirit University of Kaslik

Horizon Corporate Finance HSBC Global Asset Management

ī

ICSA

Ilmarinen Mutual Pension Insurance Company

Institute of Company Secretaries of India

Institute of Directors (UK)

Institute of Internal Auditors

Instituto de Consejeros-

Administradores, IC-A

inter-American Investment Corporation

International Finance Corporation

Investec Asset Management

IR Japan

ISS

J

Jackson Principled Governance

Japan Management Research Institute

Japan Shareholder Services Ltd

J-Eurus Co., Ltd.

J-IRIS Research

JP Morgan Asset Management

JSE

Kellogg School of Management,

Northwestern University

Kepler Cheuvreux

Kessler Topaz Meltzer & Check, LLP

Korea Corporate Governance Service

KPMG International

KPMG, Japan

KPMG, Spain

KPMG, US Kumpulan Wang Persaraan

(Diperbadankan), KWAP

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Labaton Sucharow LLP
LACERA, Los Angeles County

Employees Retirement Association

Lazard Asset Management Legal & General Investment

Management Lexence

London Business School

. .

M&G Investment Management

MainePFRS

Malaysian Directors Academy

Martin Currie Investment Management

Mauritius Institute of Directors

MEC Company Itd.

Microsoft

Minority Shareholder Watchdog

Mitsubishi UFJ Trust & Banking Corporation

Momentum Asset Management Morris, Nichols, Arsht & Tunnell LLP MSCI Inc

NASDAQ

NEI Investments

Nestle SA

New Zealand Superannuation Fund Newton Investment Management

Nikko Financial Intelligence, Inc.

Nissay Asset Management

NN Investment Partners

International Holdings BV

Nordea Bank

Norges Bank Investment Management

Novatris International

Novo Nordisk

Office of the NYC Comptroller OFI Asset Management

Ohio Public Employees Retirement System

Old Mutual plc

Omers, Ontario Municipal Employees Retirement System

Ontario Teachers' Pension Plan

**OPSEU Pension Trust ORIX USA Corporation** 

Pacific Credit Rating

Pakistan Institute of Corporate Governance

Paris EUROPLACE

Parnassus Investments

Pensioenfonds Vervoer

Pension Fund Association

Pension Investment Association of

Pensions and Investment Research Consultants Limited (PIRC)

Pensions Board CofE, Ethical Investment Advisory Group

PepsiCo, Inc.

Pfizer Inc.

**PGGM** Investments

PhiTrust Active Investors

Pirelli & C. S.p.A.

Pomerantz LLP

PricewaterhouseCoopers Aarata

Prosperity Capital Management (RF) Ltd.

Proxinvest

Prudential Financial

PSP Investments

### Q

Quantum International Corporation

RBC Global Asset Management Red Electrica Corporation SA

Regnan - Governance Research and Engagement

Reinhart Institutional Investor Services

Richard Davies Investor Relations Limited

Robbins Geller Rudman & Dowd IIР

Robeco

Rockefeller & Co.

Roschier Advokatbyra AB

RPMI Railpen Investments

Rudman Advisory AB Russell Reynolds

Sabanci University-Corporate Governance Forum of Turkey

Sarasin & Partners LLP

SAS Trustee Corporation

SBA, State Board of Administration of Florida

Schroder Investment Management Securities Commission Malaysia

Sompo Japan Nipponkoa Asset Management

Sparinvest Holding SE

Stakeholders Empowerment Services

Standard Bank Group Limited

Standard Life Investments

Stanford Management Company of

Stanford University

State of Wisconsin Investment **Board** 

State Street Global Advisors

Stock Exchange of Thailand

Studio Legale Trevisan & Associates

Sumitomo Mitsui Trust Bank Ltd.

Sumitomo Mitsui Trust Bank SDD

Sun International

Sustainability Accounting Standards

Board

Sustainable Value Investors

Sustainalytics

Swedbank Robur Fonder AB SWIPRA Foundation

### т

Taiwan Stock Exchange

Tehran Stock Exchange

Teslin Capital Management BV

The Investment Association

Toyota Motor Europe

Transnet Soc Ltd

Triodos Investment Management

Trustee Decisions

UAW Retiree Medical Benefits Trust

Ubi Banca Spa

**UBS** Asset Management

UN PRI

Unipension FAIF A/S

UniSuper

Universities Superannuation

Scheme

University of Delaware

University of Stellenbosch Business

School

University of the West Indies

ValueAct Capital

ValueEdge Advisors

Victoria University

### W

Wachtell, Lipton, Rosen & Katz

Weil, Gotshal & Manges LLP Wellington Management Company,

Wespath Investment Management

William E. Connor & Associates

Limited

LLP

### Individuals

David Anderson

Saeko Arai

Monique Bachner

Valerie Banner

Marian Barnor

Rita Benoy Bushon

Richard Boleat

Paola Bosco

Ann Byrne

Santiago Chaher

Michael Clark

Thomas Clarke

Andrew Clearfield William Crist

Peter Crow Frank Curtiss Carol Drake

Jean-Philippe Desmartin

Henrik Edward Doobe

Peter H Dehnen

Falguni Desai

Robert Eccles

Lamia El Bouanani

Fay Feeney

Stefanus Handovo

Jean-Pierre Hellebuyck

Hasung Jang

Yuji Kage

Tetsuo Kitagawa

Ken Kiyohara

Deva Kumar A D

Kazutaka Kuroda

Sophie L'Helias

Karina Litvack Escher Immanuel Tulimeke Luanda

Jon Lukomnik

Charles Macek

Hideaki Matsuvama

Tomas Meerits

Danielle Melis

Anne Molyneux

Peter Montagnon Nusula Kizito Nassuna

Stilpon Nestor

Ayodeji Olatoye

Alicia Ogawa

Muhammad Asif Paryani

Debra Perry

Venkateswar Pujari Tunggul Purusa Utomo

Robert Rinnooy Kan Gerald Rohan

Florian Schilling

Dean Seaward

Linda Selbach Nermeen Shehata

Renard Siew

Herbert Steinberg

Martin Steindl Yuki Tanaka

David Trenchard Marta Vaca Viana

Pierina Villanueva Vega Hanna Elisabeth Waltsgott

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Christy Wood

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