



ICGN

International Corporate Governance Network
Inspiring good governance & stewardship

**ICGN Annual General Meeting.
20th September 2023, 14:45 -16:45 BST**

By hybrid means whereby ICGN Members may attend in person (etc. Venues, 200 Aldersgate, London EC1A 4HD) or virtually by

<https://icgn2023.ukemeet.uk/login>

From: Dan Konigsburg, ICGN Governance Committee, Chair

Re: Item 5: Re-appointment of ICGN Nomination Committee Members.

Status: ORDINARY RESOLUTION for approval by ICGN Members requiring 50% + 1 votes in favour.

Main Considerations

- Each year, the ICGN Governance Committee of the ICGN Board proposes a Nomination Committee for approval and individual election by ICGN Members for the purpose of identifying candidates who are willing and able to serve on the ICGN Board of Governors.
- The Nomination Committee consists of no less than five and no more than seven members in good standing. This includes two governors (Chair and Vice Chair) from the incumbent ICGN Board of Governors to serve on the Nomination Committee as non-voting members.
- Members of the Nomination Committee shall hold office for a term commencing at the end of the Annual General Meeting which they are elected and terminating at the end of the following Annual General Meeting.
- Nomination Committee members are ICGN Members who are elected by Members at the Annual General Meeting by an Ordinary Resolution.
- ICGN is grateful to the serving members of the ICGN Governance Committee this year for their recommendation being Dan Konigsburg, Debby Blakey, Ian Burger, Paul Schneider, Susanne Stormer and Theresa Taylor.

AGM Approval:

The Governance Committee hereby recommends to ICGN Members the individual re-appointment of the members of the ICGN Nomination Committee to serve for the year ahead as described in the letter and Ordinary Resolution attached as Annex 1.

Annex 1

Letter from the Chair of the ICGN Governance Committee, Dan Konigsburg

The ICGN Nomination Committee (“the Committee”) is instrumental in helping to ensure that the ICGN Board is comprised of Governors with the requisite skills, experience, and knowledge to properly oversee the long-term strategic direction of the ICGN.

Given this remit, it is important that the Nomination Committee itself is appropriately comprised of individuals who fully comprehend the strategic needs of the ICGN. Taking this into account and in alignment with ICGN’s mission and diversity policy, the ICGN Board respectfully submits the following Members for individual election at the forthcoming Annual General Meeting to serve on the Committee for the year ahead:

Name	Residence	Tenure	Affiliation
Anne Molyneux	Australia	4 years	CS International
Richard Bennett	USA	4 years	ValueEdge
Deborah Gilshan	UK	3 years	The 100% Club
George Iguchi	Japan	1 year	Nissay Asset Management

In line with the ICGN Articles, the ICGN Board Chair and Vice-Chair are non-voting members of the Nomination Committee, appointed by the Board; they participate in Nomination Committee discussions to help inform on ICGN strategy and any other relevant matters.

In conclusion, on behalf of the ICGN Board of Governors we wish to thank Carola Van Lamoen, who retired from the Committee this year, for her service on the Committee and for the significant time spent working on its activities this year. We also thank Nomination Committee for their work and, in particular, Deborah Gilshan as Chair who maintained close liaison with the Board chair and vice-chair, as well as with the Chair of the Governance Committee, to find the best candidate for the Board and the Committee members themselves for their continued support and commitment to ICGN.

Biographies of Nomination Committee candidates

Deborah Gilshan, Advisor, Investment Stewardship & ESG/Founder, The 100% Club, UK

Deborah is the Founder of The 100% Club, a networking alliance and advisory business on investment stewardship, ESG integration and diversity. She chairs ICGN’s Nomination Committee and is a Fellow of the UK Chartered Governance Institute. Deborah serves on the Advisory Panel of the UK Financial Reporting Council and on the Advisory Board of the Association of Stewardship Professionals. She is an Ambassador of the 30% Club, the global market initiative to improve diversity and is a member of the 30% Club’s Race Equity Group.

Previously, Deborah was an ESG Investment Director at Aberdeen Standard Investments and Head of Sustainable Ownership at Railpen, having started her career in responsible investment at the UK’s Co-operative Insurance Society in December 2000. She is a regular commentator and writer on diversity and investment stewardship and her work and opinions have featured in the Financial Times, the New York Times, Sky News, the

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Harvard Law School Forum on Corporate Governance, and other mainstream financial media.

Deborah is the lead author of two publications: *The Ethics of Diversity* for the UK Institute of Business Ethics (2020) and *Say on Pay: Six Years On – Lessons from the UK Experience for Railpen with Pensions & Investment Research Consultants* (2009). She has been recognised for her work on diversity and was named as one of the UK's top 50 trailblazers in gender equity by *We Are The City* in March 2023.

Richard (“Rick”) Bennett, ValueEdge Advisors LLC, USA

Rick is President and CEO of ValueEdge Advisors, a firm he founded in summer 2014 to help institutional investors engage with their portfolio companies. From 2006 he was CEO and then Chairman of GMI Ratings and its predecessor, The Corporate Library, a globally recognized investment research firm specializing in corporate governance and ESG with offices in London, New York, San Diego and Portland, Maine. In August 2014 GMI Ratings was sold to MSCI.

He worked as Director of Corporate Governance for LENS, an institutional activist fund, from 1997 to 2002. He served from 2004 to 2016 as a non-executive director of Trucost, Plc, a U.K.-based firm offering products and services that allow companies, governments and fund managers to better understand their environmental performance. From 2009 to 2014, he served on the Board of Governors of the International Corporate Governance Network (ICGN), and currently serves on the ICGN Nominating Committee. He is an independent director of Biddeford Internet Corporation d/b/a GWI (an ISP and telecom business), and Quoddy Inc. (a footwear brand enterprise).

Rick has an extensive background in politics and government service as well as a wide range of private sector experience. A former president of the Maine State Senate, Rick earlier served four terms in the Maine Senate and two terms in the state's House of Representatives. In 2020 he was elected anew to the Maine Senate. From 2013 to 2017, he was Chairman of the Maine Republican Party and a member of the Republican National Committee. In 2014 he volunteered as a member of the MainePERS ESG Integration Task Force.

Rick was a member of the board of trustees of Hebron Academy from 2010 to 2019. He was a member of the President's Commission on White House Fellowships from 2005 to 2009. He graduated with honors from Harvard College in 1986 and received his M.B.A. from the University of Southern Maine in 2000.

George Iguchi, Chief Corporate Governance Officer, Nissay Asset Management, UK

George Iguchi is Executive Officer and Chief Corporate Governance Officer at Nissay Asset Management, one of biggest asset manager in Japan. He has been responsible for stewardship activities across asset classes.

He is a member of IFRS advisory council (IFRS AC) from 2019 and was a Board Governor of International Corporate Governance Network (ICGN) from 2015 to 2021.

George is chair of “Sustainability Reporting Committee” at the Securities Analysts Association of Japan (SAAJ), the biggest investor association in Japan.

He is also a member of “Sustainability Standards Board of Japan” (SSBJ), setting sustainability standards in Japan and a member of various governmental councils: “Expert Panel on Sustainable Finance”, “Disclosure Working Group” and “Audit Committee of Business Accounting Council” at Financial Services Agency (FSA), “Study Group toward achieving Human Capital Management” at Ministry of Economy, Trade, and Industry (METI), etc.

His published reports and books including: co-author of “Practical Introduction to Corporate Governance Code”, Nikkei BP (2021), “Effective Disclosure of financial and non-financial information for ESG investments”, Shoji-homu (2018), “The materiality of ESG factors on Corporate Value”, Securities Analysts Journal 51 (2013), etc.

He received his BA in Economics from Osaka University and is a CFA charter holder.

Anne Molyneux, CS International, Switzerland

Anne Molyneux, is a Director of CS International, a global consulting firm in ESG practices. She is an experienced director, former trustee of pension funds and is a Chartered Accountant. She advises in corporate governance and corporate reporting, and in banking and securities regulations. She is the former Vice-Chair of the International Corporate Governance Network (ICGN).

Anne has developed public and private sector corporate governance and sustainability practices, including for companies, banks, regulators and stock exchanges. Her work includes the development of corporate governance codes, board policies and practices on governance and sustainability. She undertakes board evaluations, audit and risk committee advice and support, scorecards on ESG for national and company assessments, capacity building in sustainability and corporate governance and regulator monitoring and enforcement mechanisms. In addition to private company (large and small) and state-owned enterprise clients, her clients include the OECD, the World Bank, the International Finance Corporation (IFC), and the Asian Development Bank (ADB). She has wide experience in Asia, South Asia, Africa, Australia and Europe.

She is a business representative and contributor to the OECD Corporate Governance Steering Committee. She is an invited member of the OECD Asian Corporate Governance Roundtable. She has previously represented the global investor community (ICGN) on the IFRS Advisory Council (IFRS), the International Auditing and Assurance Standards

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Board (IAASB) Consultative Advisory Group, the International Ethics Standards Board for Accountants (IESBA) Consultative Advisory Group and the International Integrated Reporting Council (IIRC). She is a fellow member of the Australian Institute of Company Directors and has a Master of Management.

ORDINARY RESOLUTION to elect Members of the ICGN Nomination Committee

Company number: 6467372
The Companies Acts 1985 to 2006
Company limited by guarantee and not having a share capital
CERTIFICATE OF PASSING OF AN ORDINARY RESOLUTION OF THE MEMBERS
OF
INTERNATIONAL CORPORATE GOVERNANCE NETWORK
("the Company")

RESOLVED THAT,

"The following persons be individually re-appointed to the ICGN Nomination Committee by approval of ICGN Members to serve until the next annual general meeting: Richard Bennett, Deborah Gilshan, Anne Molyneux, and George Iguchi."

**Dan Konigsburg, Chair
ICGN Governance Committee
20th September 2023**